

TRANSCRIPT OF HEARING  
BEFORE THE HONORABLE NICHOLAS G. GARAUFIS  
UNITED STATES DISTRICT JUDGE.

**23** DOUGLAS BERNHEIM,

(Case called; both sides ready.)

**25 A** Yes, it is.

1 Q You also mentioned, although we didn't dwell on it, there  
 2 are lots of evidence in the record of American Express  
 3 negotiating exceptions to the NDPs with various merchants;  
 4 correct?  
 5 A I know that's in the record. I don't remember whether we  
 6 discussed it, but it is in the record.  
 7 Q And all of those features of the market, this competition  
 8 in the various channels, the dynamic nature of it, the  
 9 innovation, the negotiation of individualized NDPs, that has  
 10 all taken place with the NDPs in effect; correct?  
 11 A Absolutely. There's been intense competition through  
 12 those channels with the NDPs in effect.  
 13 Q Then why in your judgment does American Express continue  
 14 to need these NDPs? What is this about, if that's all true?  
 15 A Because the NDPs are a device through which American  
 16 Express can insure that it delivers to customers the product  
 17 that the customers value, that the -- this is all driven by  
 18 this idea of welcome acceptance and the importance of welcome  
 19 acceptance.  
 20 That's been a core cornerstone principle for  
 21 American Express's business model. The company has been built  
 22 around that. That's driven the model that's delivered the  
 23 competition to us, and not having the NDPs would put that at  
 24 threat and undermine that model. I think we're going to talk  
 25 about some other aspect of that, but that's the part that we

1 have talked about so far.  
 2 Q One other question as a follow-up, and then I want to go  
 3 back to where we specifically were at the end of the day:  
 4 If it's the case that the competitors have been, as  
 5 one of them said in one exhibit we looked at yesterday,  
 6 copying the playbook of American Express, if the rewards have  
 7 been largely duplicated, if the benefits to consumers have  
 8 largely been duplicated, then is it the case that the  
 9 differentiation issue is kind of taken off the table, they have  
 10 all differentiated themselves so they look alike again and  
 11 therefore the process is over.  
 12 A No. I don't think that's the nature of the competition in  
 13 this industry. The last dozen or so years shows us how the  
 14 evolution works. American Express is trying to stay ahead of  
 15 curve by innovating, by building on its foundation, a strong  
 16 foundation adding new wrinkles, finding new ways to attract  
 17 customers. And the core of that, it's all the built around  
 18 this foundation of the welcome acceptance. If that's  
 19 undermined, then that entire strategy becomes infeasible and  
 20 American Express has to move to more of a me-too strategy.  
 21 Q Okay?  
 22 So, let's go back to the comments you just made  
 23 about welcome acceptance.  
 24 MR. CHESLER: Your Honor, this is a confidential  
 25 document.

1 Q I want you to look at slide 110.  
 2 THE COURT: Go ahead.  
 3 Q What is this slide, professor?  
 4 THE COURT: Is this slide 110?  
 5 MR. CHESLER: Yes, sir.  
 6 A This is a document, it's a Visa document, and yesterday  
 7 we were talking about the misalignment of the interests  
 8 between American Express and the merchants, and how  
 9 restrictions that American Express seeks contractually with  
 10 the merchants are to align those interests so that American  
 11 Express can offer a product that is more valuable to the  
 12 merchants -- I'm sorry -- to the finality consumers.  
 13 Now, the point that this document is speaking to is  
 14 that Visa is very aware of that potential misalignment, and  
 15 because it's aware of that misalignment, it knows that it can  
 16 take advantage of it, and because this is a confidential  
 17 document, I can't read any portion of it out loud, but this is  
 18 a document that refers to Visa's thinking about what to do in  
 19 Australia, where it had some ability to incentivize merchants  
 20 to surcharge.  
 21 And here, you can see a reference to incentivizing a  
 22 major merchant to discriminate at the point of sale in order  
 23 to undermine the American Express value proposition and create  
 24 what the document calls a contagion that would undermine  
 25 American Express more broadly in the market.

1 You can also see here, off on the right, a  
 2 recognition on the part of Visa that they have to be careful  
 3 about staying within the antitrust laws, and I think that this  
 4 point is significant, because the government has characterized  
 5 this concern as a concern about antitrust violations. It  
 6 really isn't, at least not first and foremost.  
 7 Entirely apart from any antitrust violations,  
 8 American Express is concerned about what merchants will do  
 9 because their interests are not perfectly aligned with  
 10 American Express with respect to delivering the products to  
 11 consumers that American Express knows the consumers value.  
 12 That's not an antitrust issue. That's purely a contracting  
 13 issue, and it exists in all sorts of situations between, for  
 14 example, franchisors and franchisees.  
 15 Here, you can see that Visa is aware of this and is  
 16 thinking about how to incentivize within the confines of the  
 17 antitrust laws to take advantage of it so as to undermine the  
 18 American Express value proposition.  
 19 Q Is there an economics principle that correlates to this  
 20 contagion effect that's referred to here?  
 21 A Yes. When they say contagion, they are talking about  
 22 what we've been discussing previously in my testimony, which  
 23 is, spillover and network effects.  
 24 The idea is that in this kind of context, if you  
 25 damage the firm, your competing network, in one spot, that

1 will have consequences elsewhere in the network. Other  
 2 merchants will see less value in accepting, and consumers will  
 3 see less value in using and so forth. Here, that's being  
 4 called contagion.  
 5 Q This is not a document from the We Prefer Visa campaign  
 6 back in the '90s, is it? I think the bottom of the slide has  
 7 the date of this document.  
 8 A No. That's correct. I think I mentioned, I hope I  
 9 mentioned, that this is a document that refers to Visa's  
 10 thinking in Australia at a time when, because of the changes  
 11 in Australian regulations, Visa understood that merchants had  
 12 an ability to surcharge differentially.  
 13 Q Let's go from this 2010 document back in history for a  
 14 moment to the We Prefer Visa campaign of the '90s?  
 15 You've studied the record, the evidence with respect  
 16 to that campaign?  
 17 A I did, yes.  
 18 Q Was it successful in terms of the goals that Visa set out  
 19 to achieve in connection with the campaign?  
 20 A I think it's pretty clear that it was. I reviewed I  
 21 believe it's Mr. Morgan's testimony from Visa, and he was  
 22 clear that -- I think he was clear. I don't mean to put words  
 23 in anybody's mouth.  
 24 My interpretation of what he said was that the  
 25 object was to make sure that American Express was confined to

1 its T&E niche. I don't think that there's really any dispute  
 2 in the record of evidence that the We Prefer campaign was very  
 3 effective at undermining American Express and setting the  
 4 company back significantly.  
 5 Q In that connection, let's look at slide 111. This, your  
 6 Honor, is from a document that is in evidence and is not  
 7 designated as being under seal. It's from PX 0084. So, what,  
 8 in the context of the testimony you just gave, professor,  
 9 what's the significance of slide 111?  
 10 A I think there are many metrics of how American Express's  
 11 position in the market deteriorated substantially around the  
 12 time of the We Prefer campaigns. This particular document is  
 13 focusing on a cardholder -- cardholder reactions to different  
 14 payment cards. It's indicating which card they are rating as  
 15 the best overall card, and you can see that between 1989 and  
 16 1992, there's a drastic reduction in that metric for American  
 17 Express, falling from eighteen percent to eleven percent.  
 18 Q Now, I think we kind of covered this point a minute ago.  
 19 I want to make sure we have it clearly in the record?  
 20 You understand that the government's position is  
 21 that this is an illustration of just competition on the merits  
 22 of what you would expect to find in a competitive marketplace?  
 23 A I do. I understand that.  
 24 Q Do you agree with it?  
 25 A No, I don't.

1 Q Why not?  
 2 A Well, the issue concerns what the purpose and, I think  
 3 more importantly, the effects of the We Prefer campaign were,  
 4 and I think it's important to distinguish between two things,  
 5 two kinds of effects the campaign is going to have.  
 6 One is a campaign that creates value, that builds up  
 7 the company's -- the perceptions about the value of the thing  
 8 that the company is delivering. That should be distinguished  
 9 from campaigns, the purpose or, more importantly, effect of  
 10 which is to artificially undermine the value that a  
 11 competitor's product is perceived as delivering. That  
 12 involves the destruction of value, as opposed to the creation  
 13 of value.  
 14 And I think in this instance, there's several  
 15 channels through which the We Prefer campaign was possibly  
 16 aimed at but certainly had the effect of essentially  
 17 destroying value, by undermining the American Express value  
 18 proposition as knocking down a competitor as opposed to  
 19 creating value.  
 20 Q Are you familiar with the evidence concerning a separate  
 21 advertising campaign that Visa conducted called Everywhere You  
 22 Want to Be?  
 23 A Yes, I am.  
 24 Q Is there any distinction between that advertising  
 25 campaign and this We Prefer campaign that was targeted at the

1 merchants?  
 2 A Well, there are a number of distinctions that are very  
 3 important. In the first place, if the company is truthfully  
 4 advertising distinctions between themselves and another  
 5 competitor, distinctions pertaining to things that are  
 6 important to consumers, advertising is supposed to do that.  
 7 So, it's perfectly fair to say, Look, we're accepted at nine  
 8 million merchant locations, and American Express is only  
 9 accepted at six million locations. Provided that's true,  
 10 there's absolutely nothing wrong with that at all. So, I  
 11 would say that that's the main distinction.  
 12 But the other distinction has to do with the  
 13 character of what Visa was focusing on in the We Prefer  
 14 campaign and the effect that that had.  
 15 Q Does the effect of We Prefer that you have been talking  
 16 about have anything to do with the concept of perceptions of  
 17 coverage?  
 18 A Yes. I think there are two things that it has to deal  
 19 with -- has to do with. One is perceptions of coverage, and  
 20 the other is essentially, for lack of a perfect term, social  
 21 pressure, what the merchant is telling the customer when they  
 22 say, We Prefer Visa is, we want you to use this rather than  
 23 something else for our purposes, our preference.  
 24 But let me talk about perceptions of coverage. I  
 25 think that there's also an indication in the record that

1 customers interpreted -- consumers interpreted the We Prefer  
2 campaign as indicating that American Express wasn't accepted.  
3 So, perceptions of coverage declined artificially as a result.

4 Q Now, I want to be sure we cover a possible distinction  
5 here. Is the issue you're talking about the need to protect  
6 American Express or the need to protect something else?

7 In other words, is this just a complaint that says,  
8 This hurt American Express and that's not fair or that's  
9 improper, or we talking about a broader issue here?

10 A No. In the first place, we're not talking about  
11 protecting American Express. We're talking about protecting  
12 competition. I wouldn't describe it that way at all.

13 I think that the issue here is whether American  
14 Express should be allowed, in a free market, to enter into  
15 contracts with its merchant parties, with its merchant  
16 partners, that provide assurances that American Express is  
17 able to deliver the payment services that it's trying to  
18 deliver, with the characteristics that it has determined,  
19 through decades of business experience, are important to  
20 consumers.

21 So, it's not about protecting American Express, it's  
22 allowing American Express to use mechanisms that are  
23 ordinarily available to it in the free market to protect  
24 itself.

25 Q Now, in forming your conclusions about the importance of

1 the NDPs, the Non-Discrimination Provisions, did you take into  
2 consideration the evidence about an internal group that  
3 existed at one point at American Express called the Durbin  
4 Task Force?

5 A Well, I'm aware of it. I've seen a couple of documents.

6 Q What's your view about that, to the extent that you have  
7 reviewed documents relating to the Durbin Task Force?

8 A Well, my review has been limited to those documents. You  
9 know, I read those documents, and I can't speak beyond that  
10 and I can't say what was going on.

11 What I will say, my reaction to those documents when  
12 I read them is that American Express had a unit that was doing  
13 something that businesses very commonly do when they are  
14 encountered with significant changes in the circumstances  
15 under which they are operating, and that is, to have  
16 brainstorming sessions where they think about all sorts of  
17 alternatives and try and think outside of the box. It's just  
18 common management strategy. You put down all the ideas that  
19 you might want to consider.

20 At that stage in the process, you don't necessarily  
21 worry about things like cost or feasibility or consistency  
22 with other aspects of the business model. You simply get all  
23 the alternatives on paper that you can, then start sorting  
24 through them.

25 Now, I can't testify that that was what was going on

1 behind those documents. All I can say is that when I read  
2 those documents, it had that flavor, that this looked to me  
3 like brainstorming.

4 Q I want to go back to the slide in which you listed the  
5 various things that the NDPs enable would. You look at slide  
6 112, please. We've seen this before, but this one has the  
7 last bullet highlighted. It says "The NDPs necessary to  
8 protect American Express's procompetitive investments from  
9 merchant free-riding." We talked a little bit about  
10 free-riding yesterday. You and the Court had a bit of a  
11 conversation about real estate procedures.

12 Do you recall that.

13 A Yes.

14 Q I want to talk about free-riding for a few minutes.  
15 Let's look at slide 113. This is entitled "NDPs prevent  
16 free-riding on American Express investments that benefit  
17 merchants and consumers."

18 Let's talk about the first bullet here. It  
19 says "Economists recognize the potential for free-riding in  
20 the payments industry." This has been defined. I want to  
21 make sure we have it clearly in the record in your testimony.  
22 So, what is the definition of free-riding in this context.

23 A Economists use this term to refer to a situation in which  
24 one party makes an investment with the expectation of  
25 receiving some sort of return, another party takes all or part

1 of that return, and is then called the free-rider.

2 If there is free-riding on investment, the first  
3 party doesn't have the incentive to make the investment to  
4 begin with, or has a reduced incentive and makes the  
5 investment at a lower level. As a result, possible benefits  
6 are lost. And so, free-riding is regarded as a problem, a  
7 problem that competitive markets try to resolve in large part  
8 through contracts.

9 Q When you say "through contracts," is it the case that  
10 given the nature of free-riding, that those contracts are  
11 quite commonly incorporated into what economists call a  
12 vertical relationship?

13 A Absolutely, yes.

14 Q Now, is there economic literature about free-riding in  
15 the payment industry in particular as opposed to the generic  
16 issue of free-riding that you just alluded to?

17 A Yes. This is a phenomenon that is recognized as applying  
18 to the payments industry in particular.

19 Q We heard some testimony during Professor Katz's testimony  
20 about two authors -- I think it was during Professor Katz's  
21 testimony. It may have been Professor Gilbert -- two authors  
22 who were considered authorities on some of the issues that are  
23 relevant here. Their names are Rochet and Tirole. Are you  
24 familiar with them in your study of economics?

25 A Yes.

1 Q Have Rochet and Tirole actually written about the  
 2 phenomenon of free-riding on the payments industry?  
 3 A Yes, they have.  
 4 Q Let's look at slide 114. What is 114?  
 5 A 114 shows a couple of pages from an article that is by  
 6 Rochet and Tirole, and there's a pop-out here that has a  
 7 particular passage from it which refers to this very point.  
 8 It says: "Once the customer has decided to buy from the  
 9 retailer, it is in the latter's interest to steer the former  
 10 to pay by cash or check instead of by card."  
 11 In this particular article, they were thinking about  
 12 that trade-off, cards and cash and check. Whenever -- and  
 13 this is a paraphrase -- cards are more expensive for the  
 14 merchants.  
 15 But from an ex-ante point of view, the retailer must  
 16 also take into account the increase of store attractiveness  
 17 brought about by the option of paying by the card. This is  
 18 exactly the free-riding phenomenon from an ex-ante point of  
 19 view. The card company the network is generating value for  
 20 the store by essentially bringing customers into the store.  
 21 If the store then diverts the customers to another payment  
 22 method. That creates a free-riding problem and undermines the  
 23 incentives to undertake the investments on your chart about  
 24 free-riding.  
 25 Let's look at slide 115, the same slide we saw

1 before. You say here that some of American Express's  
 2 pro-competitive investments are susceptible to free-riding.  
 3 The point was made earlier in the trial, by Professor Katz,  
 4 since a reward is not earned until a transaction is completed,  
 5 if the customer is steered and uses a different card, then  
 6 American Express never incurs the cost of giving the reward to  
 7 that consumer, because she didn't do the transaction on an  
 8 American Express card.  
 9 Do you understand that point? .  
 10 A I do, and I agree with Dr. Katz about that point narrowly  
 11 concerning the rewards that are redeemed under those  
 12 circumstances.  
 13 Q What are the pro-competitive investments that are  
 14 susceptible to free-riding that you are referring to here?  
 15 A American Express makes a large number of investments that  
 16 allows them to drive the business to the merchant to begin  
 17 with. Those investments include the various things that  
 18 American Express does in order to build a relationship with  
 19 the customer, the relationship based on trust, where the  
 20 customer will respond to things like advertisements coming  
 21 from American Express, they will respond to American Express  
 22 being taken at the store, and so forth.  
 23 So, American Express is investing and building a  
 24 relationship with the customer that is part of how it drives  
 25 customers to merchants, and that takes a lot of investment.

1 It is also investing in its closed-loop network, and that  
 2 closed-loop network is providing it with access to very  
 3 detailed data that it can use to understand customers needs  
 4 and what they are interested in buying, and helps direct the  
 5 customers to stores that satisfy those needs. These are all  
 6 investments that American Express is making long before the  
 7 customer arrives at the merchant, and all of those investments  
 8 actually are subject to free-riding.  
 9 (Continued on next page.)

1 (CONTINUING)  
 2 Q So, let's look at 116, which again is the same chart  
 3 we've looked at before, with the next bullet highlighted. I  
 4 think that's what you're referring to here, investments that  
 5 help direct cardmembers to merchants.  
 6 Is that what you're talking about?  
 7 A Yes, that's correct. It says a little bit more here. It  
 8 says they help direct its card members to merchants who offer  
 9 products that more effectively meet cardmembers' needs to the  
 10 benefit of merchants and card members.  
 11 That Amex is, in some sense, playing a role here  
 12 where it's matching customers with merchants through brand  
 13 association, through marketing and so forth, and that is  
 14 helping meet customers' needs better and of course,  
 15 benefitting merchants who get the additional business.  
 16 Q You talked about brand association and marketing. Let's  
 17 take the second one first; marketing.  
 18 Are there examples in the record of the kind of  
 19 target marketing programs developed by American Express with  
 20 merchants that are susceptible to free riding?  
 21 A I believe that's been discussed in trial testimony, yes.  
 22 Q Let's look at slide 117.  
 23 What is 117, sir?  
 24 A 117, I believe, yes, it's an Amex document.  
 25 Q It's a confidential document?

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1 A It's an Amex document that's showing the results of a  
2 promotion with Dunkin' Donuts and what it's showing is a  
3 couple of things.

4 Q Don't mention the specific numbers.

5 THE COURT: Oh, I'm sorry, it's confidential?

6 MR. CHESLER: Yes, Your Honor, I'm sorry.

7 THE COURT: It's all right.

8 Okay, go ahead, sir.

9 Q Go ahead. Just don't mention the numbers.

10 A So, there are two lines there. One shows sales at  
11 Dunkin' Donuts and the other shows sales at a peer comparable  
12 company. And you can see that the Dunkin' Donuts sales spike  
13 during the promotion and then, after the promotion, they do  
14 come back down, but the interesting thing is that they stay  
15 elevated relative to their original level while the peers were  
16 declining through the entire period.

17 So here, this is illustrating two principles; both  
18 that the targeted marketing was effective at driving business  
19 to the merchant while it was in effect, but it's also  
20 illustrating another point, which is that the effects are  
21 persistent, or at least part of the effects are persistent,  
22 and that's important because it reflects what I was describing  
23 earlier.

24 The persistence is an indication that in many of  
25 these cases the customers who are being driven to

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1 Dunkin' Donuts decide, well, actually, I like Dunkin' Donuts  
2 better than wherever I was going before and they stay with  
3 Dunkin' Donuts. So, Dunkin' Donuts receives a durable benefit  
4 from that. That's what they're seeking from Amex. And this  
5 is one particular example. That aspect of these programs is  
6 into the unique.

7 I've seen this in a number of other examples where  
8 the measures that -- the tracking that Amex has done indicate  
9 that these programs have durable effects and those durable  
10 effects I interpret as being associated with improving the  
11 match between the consumers and the merchants.

12 Q Now, is there a link between the durability of the  
13 effects of these kinds of targeted market programs and the  
14 issue of free riding, which we've been talking about?

15 A Yes. Given that the effects are durable, they are, it's,  
16 it's possible to free ride on these investments not only in  
17 the near term, but also in the longer term.

18 So, just to take that to a practical issue, I know  
19 we're going to talk about less restrictive alternatives. One  
20 of the things that Dr. Katz has said is well, why can't Amex  
21 just have restrictions that apply only during these  
22 promotional campaigns and the point is that that misses all of  
23 the durable benefits which, in some sense, are the most  
24 important benefits for the merchant.

25 What the merchant wants to make sure is that Amex is

1 incentivized to do a marketing program that really is  
2 effective as matching consumers with Dunkin' Donuts more  
3 effectively so that they will stay there. That's why that  
4 kind of solution really is not effective at establishing the  
5 kinds of incentives that ought to prevail.

6 THE COURT: Can I just ask about this.

7 Assuming that this demonstrated that free riding  
8 creates this kind of a problem, let's take a situation where  
9 someone is going to Best Buy to purchase a new refrigerator,  
10 having looked at different refrigerators in different prices  
11 in different places.

12 THE WITNESS: Yes.

13 THE COURT: And at Best Buy, this is the  
14 refrigerator, the price is very good and the individual has an  
15 American Express card ready to use it.

16 The salesperson at Best Buy says, assuming there is  
17 no NDP in place, that I will give you \$20 off if you use  
18 another credit card, if you use a Discover card or whatever.

19 And, intending to use the American Express card, the  
20 individual uses the Discover card instead, gets \$20 off, and  
21 in that situation it's really not a case of free riding. He  
22 was or she was going to buy a refrigerator anyway.  
23 Refrigerators locations and dealerships, merchants are  
24 interchangeable, they all sell Frigidaires and Kenmores and  
25 whatever other brands, and so the question was really just

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1 price.

2 And so, this isn't a case of free riding. So, what  
3 the NDP does is it restricts the merchant from consummating a  
4 sale with someone who didn't go there because of anything  
5 American Express did to drive the customer to that merchant.  
6 And should that, should the NDP trump the merchant's ability  
7 to offer different options?

8 THE WITNESS: So, you're absolutely correct,  
9 Your Honor, that if a customer comes in to a store to buy  
10 something that they would buy anyway, and they didn't come in  
11 because American Express helped to direct them there, it just  
12 happens that they pull out their American Express card.

13 THE COURT: And they prefer to use it, let's put it  
14 that way. They want to get their rewards, rewards have value  
15 to them, they understand that, but there is an immediate  
16 benefit to using the other form of payment that is, in  
17 weighing the options --

18 THE WITNESS: Yes.

19 THE COURT: -- more beneficial to them.

20 THE WITNESS: Yes.

21 THE COURT: Maybe they had, maybe they didn't, maybe  
22 they needed to save the \$20 or the \$40, whatever it was.

23 THE WITNESS: Right.

24 THE COURT: They wanted an immediate benefit as  
25 opposed to a deferred benefit.



1 THE WITNESS: Yes.

2 THE COURT: Isn't that something that should be  
3 available to them and to the merchant to negotiate?

4 THE WITNESS: So, whether there are benefits to that  
5 is something that we need to discuss.

6 I certainly agree with you at this point that when a  
7 customer is in the store, some customers fall into the  
8 category that we're talking about where free riding is  
9 possible. Some of them don't. The problem is that you can't  
10 tell the difference. There is no way to prevent free riding  
11 for the ones that came in because of the investment and not do  
12 it for the ones who didn't.

13 So, Amex imposes this restriction -- I'm sorry,  
14 Amex -- well. This restriction ends up in Amex's contracts  
15 and it solves that problem. Whether it creates another  
16 problem or not is something that we have to discuss and  
17 that's, you know, part of discussing whether there is really  
18 an anticompetitive problem that could offset this  
19 pro-competitive benefit. And I'm just trying to separate  
20 these two things out and talk about them one at a time.

21 THE COURT: That's fine, but this is what arises in  
22 my mind.

23 THE WITNESS: And it should.

24 THE COURT: And there's the issue of the  
25 anticompetitive aspects of it, the pro-competitive aspects.

1 THE WITNESS: Right.

2 THE COURT: And the fact that there's no statutory  
3 prohibition against free riding, all right?

4 And there is a statutory prohibition against a  
5 restraint of trade, which is the claim by the Government here.  
6 So, that's part of what I'm going to be grappling with. And  
7 as long as I have you here --

8 THE WITNESS: Sure.

9 THE COURT: -- I want you to help me.

10 THE WITNESS: I will try.

11 THE COURT: I know what the Defense wants you to do.

12 THE WITNESS: Yes.

13 THE COURT: But I want you to help me.

14 THE WITNESS: Yes. Yes, sir.

15 By the way --

16 THE COURT: Not to disparage the Defense in any way.  
17 You understand.

18 MR. CHESLER: Of course, I do.

19 THE COURT: I was right behind you.

20 MR. CHESLER: That's what I thought.

21 THE WITNESS: Because you mentioned Best Buy, I just  
22 wanted to give that as one more example.

23 You may have heard the expression that Best Buy is  
24 Amazon's showroom?

25 THE COURT: Oh.

1 THE WITNESS: That's the same principle; that people  
2 go into Best Buy, figure out what they want and then they go  
3 and buy it on Amazon and that creates a problem for Best Buy,  
4 which is free riding. It's a problem that the brick and  
5 mortar stores are contending with. So, the free riding  
6 problem --

7 THE COURT: It's not just the stores, it's a lot of  
8 other people, too.

9 THE WITNESS: Yes.

10 THE COURT: Based on what I read in the newspapers.

11 THE WITNESS: Right. So, I mention that just to  
12 underscore that these free riding problems are fairly serious.

13 THE COURT: And they're widespread. I understand  
14 that. Okay.

15 Q Now, I'm going jump ahead just for a moment. We're going  
16 to go back to the road we were on, but I want to follow up on  
17 something the Court just said.

18 So, in answer to the Court's question you said  
19 you're trying to distinguish between two things. One is this  
20 issue of free riding, which although not statutory is a  
21 problem that it can undermine, I take it, pro-competitive  
22 nature of markets; can it?

23 A Yes.

24 Q And the separate issue is this question of what about the  
25 consumer who wants the immediate benefit of the \$20 discount

1 as opposed to the NDPs being in place, which would, under that  
2 situation, presumably prevent Best Buy from steering the  
3 customer to some less expensive card. So, let's just take  
4 that question for the moment following up on the Court's  
5 question.

6 As an economist, what is the trade-off, what is your  
7 response on the second point that the Court's raised?

8 Why isn't it better from an economics perspective  
9 for that consumer, at that moment, at that cash register to  
10 get that benefit of the \$20 discount at the expense of the  
11 NDPs being in place? What's the trade-off?

12 A Well, I think one question is whether that's going to  
13 happen at all and that's what we're coming to; is, what  
14 will -- you know, the Government has a theory and this is an  
15 articulation of their theory, that there will be these  
16 discounts that could be passed on to consumers.

17 Q We'll come to that.

18 A And the question is whether that will arise at all and  
19 what form it will arise in.

20 And as I'm going to explain, I don't think that  
21 those benefits are actually going to be present.

22 Q Okay.

23 THE COURT: All right.

24 MR. CHESLER: We'll come back to that.

25 THE COURT: Thank you.

1 Q Now, I want to come back, to spend a few more minutes on  
2 free riding.

3 You talk about the Dunkin' Donuts targeted marketing  
4 campaign. Now, I take it one of your points is that the  
5 existence of the NDPs should be minimizing evidence of free  
6 riding. Among other things, they are intended to try to  
7 forestall or prevent free riding?

8 A If they were working perfectly, we would see no free  
9 riding at all.

10 Q All right. Is it nevertheless the case that you found  
11 evidence of free riding, notwithstanding the presence of the  
12 NDPs?

13 A Yes, it is.

14 Q All right. In that connection, I'd like you to look at  
15 slide 118.

16 A Yes.

17 THE COURT: And that's for public?

18 MR. CHESLER: Yes, Your Honor, it is.

19 (The above-referred to Exhibit was published to the  
20 jury.)

21 THE COURT: Okay.

22 Q So, what is this example relating to Marquis Jet?  
23 Explain the significance of it.

24 A Well, this is a very high-end example focused on the  
25 Centurion cardholders.

1 So, Amex undertook a promotion with Marquis Jet,  
2 which rents time and private jets, and the promotion involved  
3 offering Centurion card members certain benefits if they used  
4 the Marquis Jet service. And Amex invested in this promotion  
5 in a variety of ways. Those ways included direct mailings and  
6 promotion but also, training of their personnel. It was a  
7 rather specialized service, rather specialized customers, so  
8 the Amex personnel had to be prepared to deal with that.

9 And it turned out that when the customers arrived --  
10 well, came to Marquis Jet and tried to book the services,  
11 Marquis diverted them to other payment methods.

12 Q Okay. Let's try to cover a broad spectrum of our great  
13 country. We've talked about black cardholders and Marquis  
14 Jets, let's move to Burger King for a minute.

15 A Okay.

16 Q Slide 119.

17 THE COURT: Is there a special promotion between  
18 this Centurion card and Burger King?

19 MR. CHESLER: Yes, Your Honor.

20 THE COURT: I might be interested.

21 MR. CHESLER: That happened be a great American  
22 moment.

23 THE COURT: That's right.

24 Q So, let's look at slide 119. This is also a public  
25 slide, Your Honor.

1 (The above-referred to Exhibit was published to the  
2 jury.)

3 Q This is entitled free riding real life examples. And  
4 real life may not involve Marquis Jets for most folks, myself  
5 included, but I have frequented Burger King from time to time.

6 What is this?

7 A So, this is some feedback that American Express has  
8 received from cardholders and both of these are examples of  
9 activities that fall into the category of free riding.

10 So, one on Burger King. It says card member  
11 complained I received a flyer from American Express about  
12 bonus points when using my card at Burger King.

13 Now, again it's not the bonus points that I'm saying  
14 can be free ridden upon. It's the sending out the flyer and  
15 it's making the investments in advance to establish the  
16 relationship with the cardholder so that the cardholder will  
17 pay attention to the flier.

18 We get tons of fliers in the mail, we throw most of  
19 them away. It turns out that the marketing research Amex has  
20 done shows that their card members pay attention to the  
21 materials that come through Amex to a much higher degree and  
22 that's because Amex has built that relationship with them.

23 So, this individual is referring to such a flyer,  
24 which reflects two investments; the investment in the flyer  
25 and the investments necessary to get people to pay attention

1 to the fliers.

2 I stopped at one in Wayne, New Jersey, placed my  
3 order and presented my Amex. The decal was displayed, but the  
4 cashier told me Amex was not accepted.

5 So, that's free riding.

6 Q How about the other example here, sort of between Marquis  
7 Jets and Burger King. We're talking about a sushi restaurant?

8 A Yes. And this is one having to do with something called  
9 Small Business Saturday, which is a promotion campaign that  
10 Amex invests in and runs to promote small businesses.

11 And this one says I registered for the Small  
12 Business Saturday promotion through American Express and when  
13 I searched through Amex for qualified small businesses in  
14 Sarasota, Yume Sushi came up and we decided to dine there.  
15 They said they don't take Amex which, according to this  
16 cardmember, is ludicrous.

17 Q Now, again, these are examples of complaints received by  
18 American Express while the NDPs are in place; correct?

19 A Yes.

20 Q Now the Court's pointed out there is no statute that says  
21 thou shalt not free ride, but what is the significance of free  
22 riding on a broad scale?

23 Let's assume there were no NDPs, so this trickle  
24 effect of some that you see in the presence of them were to  
25 become a flood, let's assume.



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1 What's the effect upon competition? Forget about  
 2 American Express. What's the effect upon competition in a  
 3 market that has a significant level of free riding? What  
 4 happens to investments?  
 5 A Well, you can think of this from several different ways.  
 6 One is from the point of view of advertising and  
 7 marketing and how the free market is successfully delivering  
 8 useful advertising products to merchants. This is indicating  
 9 that by undermining the ability for Amex to prevent this free  
 10 riding contractually, that the market can no longer provide as  
 11 effective advertising services. Amex becomes a less effective  
 12 competitor in that sense.  
 13 But there's another important point here that's  
 14 critical to emphasize.  
 15 When Amex helps consumers recognize which merchants  
 16 have products that are most attractive to them, it is  
 17 increasing the competition between the merchants. That's what  
 18 good marketing does; it makes merchants compete with each  
 19 other, so a weakening of marketing reduces competition at the  
 20 merchant level.  
 21 Q So, you talked about targeting marketing as one free  
 22 rideable investment, but you also mention brand association.  
 23 What is brand association?  
 24 A Brand association is a well-recognized principle in  
 25 marketing. It basically says that if people have a positive

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1 association, positive impression of one product and they come  
 2 to associate that product with another product, there is some  
 3 carryover; that the second product benefits from that.  
 4 And to some extent that is a psychological  
 5 phenomenon but to some extent this is a -- it is a real  
 6 phenomenon. It has rational underpinnings in the sense that  
 7 these associations tend to be reflect -- brand association  
 8 tends to reflect that good things tend to be correlated with  
 9 each other, they tend to go together. And so, this is another  
 10 way that business is driven to merchants.  
 11 Q We've heard some testimony during the trial about check  
 12 presenters, the little leather gizmos that you often get at  
 13 the table in a restaurant to put your card into and they often  
 14 have someone's logo on them.  
 15 Does the use of check presenters at restaurants,  
 16 which apparently the Court conducted a survey of at one point  
 17 and found they were ubiquitous, does that have anything to do  
 18 with brand association?  
 19 A Probably, it does. I mean, the check presenters -- I  
 20 mean, the allegation, Dr. Katz has made the allegation, the  
 21 Government has made the allegation that American Express is  
 22 more costly to merchants in T & E. Restaurants are T & E  
 23 merchants.  
 24 So, under that view, it's hard to understand why a  
 25 restaurant, after the customer is already in the store, would

1 use a check presenter with the Amex logo which seems to be  
 2 pushing the customer towards American Express. And the  
 3 natural interpretation of that is that they're trying to  
 4 benefit from the brand association.  
 5 Q Now, we've heard some testimony about something called  
 6 clean stores.  
 7 What are clean stores?  
 8 A Clean stores are stores that do not post any visible  
 9 signs of the payment methods that they accept.  
 10 Q So, is it necessarily the case that if a card -- store is  
 11 a clean store, that they're not interested in or wishing to  
 12 take advantage of this question about brand value?  
 13 A No, not necessarily. I mean, at some point the card  
 14 member may learn when they go into the store, try to use the  
 15 card or discover that it's taken, that this is a store that  
 16 takes American Express and there is a brand association at  
 17 that point.  
 18 Q We had some testimony during the trial from a store that  
 19 the Government identified in its opening statement as a clean  
 20 store, a chain called Drybar. It's in the hair dressing  
 21 business.  
 22 Did you review the testimony of Mr. Landau from  
 23 Drybar on this subject of brand value and clean stores?  
 24 A I did, yes.  
 25 Q Let's look at slide 121.

6447

1 (The above-referred to Exhibit was published to the  
 2 jury.)  
 3 Q And it's already in evidence and I want to save some  
 4 time. But is this a section of Mr. Landau's testimony about  
 5 the value to Drybar of associating with the Amex brand even  
 6 though he's a quote, clean store?  
 7 A Yes, it is.  
 8 I think he says here that he does not agree with the  
 9 Government's proposition that there's no benefit to him for  
 10 associating with Amex, even though he doesn't post the logo.  
 11 I believe he testified elsewhere that the decision not to post  
 12 the logo is an aesthetic choice.  
 13 Q Let's go to slide 123, which is the last bullet on your  
 14 slide about preventing free riding through the NDPs.  
 15 (The above-referred to Exhibit was published to the  
 16 jury.)  
 17 Q You say there are no less restrictive alternatives?  
 18 A Correct.  
 19 Q Are you aware that Professor Katz offered several  
 20 opinions about less restrictive alternatives than the NDPs to  
 21 deal with free riding?  
 22 A Yes, I am.  
 23 Q One that he suggested was that Amex could charge on a fee  
 24 basis for marketing services.  
 25 Are you familiar with that suggestion?

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1 A You mean on a fixed fee basis.

2 Q Yes, on a fixed fee basis.

3 A Charges as a fee for the service, yes.

4 Q Is that a solution to the free riding problem?

5 A No, it's not.

6 Q Why not?

7 A Well, the thing to keep in mind is that in these kinds of

8 situations the contracts between the parties need to be

9 written in ways that provide incentives. Incentives to

10 perform. Amex needs to have incentives. The merchant needs

11 to know that Amex has incentives to do effective advertising

12 and if you just do a fixed fee for the service, you don't

13 provide that.

14 Just to take an example. It's the same question as

15 asking why are sales people generally compensated on a

16 commission basis rather than a salary basis. Well, because if

17 you pay them on a salary basis, they don't put in the same

18 effort in bringing people into the store.

19 We could ask the same question about the real estate

20 brokers, going back to them. Why don't we just pay a fixed

21 fee to the real estate broker rather than a percentage of the

22 value that the house sells for? The idea is you want to give

23 the real estate broker an incentive to sell the house for as

24 much as possible.

25 So, in many, many situations we see that it is

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1 valuable to provide compensation in a way that's linked with

2 the success of the activity that the other party is trying to

3 undertake for you.

4 Economists have a name for this. We call it moral

5 hazard.

6 Q Moral hazard?

7 A Moral hazard. It's called the moral hazard problem. If

8 I just give a fixed fee, then the other party may not act in

9 my interest. I need to give incentives in order to counteract

10 that moral hazard problem. It's a term that comes from

11 insurance, originally.

12 Q There should be somebody somewhere who picks names for

13 stuff.

14 THE COURT: I would change that one.

15 MR. CHESLER: I was thinking exactly the same thing.

16 Somewhere maybe at Stamford somebody may be in a little room

17 in charge of naming.

18 A The origin was that insurance companies worried that if

19 they insure people for driving, for example, that people will

20 then not take care of when they drive or, you know, so forth.

21 They're worried that they will reduce the incentives for

22 behaving in a safe way and avoiding losses. So, they called

23 it had moral hazard and economists adopted the term.

24 THE COURT: Well, I'd say they solve that problem

25 with rate increases for accidents.

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1 THE WITNESS: Partially.

2 THE COURT: There are economic needs of resolving

3 that without going into morality.

4 THE WITNESS: Yes.

5 THE COURT: But I don't think that is the subject of

6 this litigation.

7 So, go ahead.

8 Q Doesn't American Express charge separately for some of

9 the analytics it provides to merchants?

10 A Well, it does, yes.

11 Q So, why isn't that the solution here?

12 A Well, it depends upon the nature of the promotion

13 service.

14 In some cases these incentive problems are

15 significant and in other cases they aren't. So when you're

16 talking about merchant analytics, what you're buying from Amex

17 is very easy to describe in advance. You know what it is and

18 you're saying yes, I want these particular analytics and you

19 can pay for that on a fee basis and have Amex deliver it to

20 you.

21 But if you're dealing with something like a

22 marketing program, which has to be designed for a particular

23 context, you want that marketing program to be effective. You

24 want the effects of that program to be insistent. You want to

25 make sure that the company that's designing the program for

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1 you has the incentives to come up with a program that is as

2 effective as possible.

3 So, Amex has tried to use fee-for-service and my

4 understanding is that it hasn't been that effective; that they

5 can use it for certain things, but they haven't been able to

6 push it too far. And merely suggesting that it's a

7 theoretical possibility, you know, doesn't come to grips with

8 the business reality.

9 Q What about Dr. Katz's suggestion; just cancel the program

10 and that will cure the free riding problem?

11 A Well, cancel it, the option to cancel the program

12 obviously, is a retaliatory measure that a merchant could

13 undertake in order to respond -- I'm sorry, that Amex could

14 undertake in order to respond to a merchant engaging in free

15 riding if Amex detected it. That's the first problem. Amex

16 has, you know, may have a difficult time detecting it in all

17 instances, particularly if we're talking about free riding on

18 brand association rather than just targeting marketing.

19 So, it is possible that Amex can do this in some

20 instances and that threat may keep some merchants in line.

21 It's a partial solution.

22 I think it's widely recognized in economics that

23 there is enormous economic value in contractual

24 pre-commitments and having contracts that say look, we're

25 going to say by contract that you can't do something so I

1 don't have to be in a position to retaliate afterwards because  
2 guess what, some merchants, some counter-parties in various  
3 undertakings will do these sorts of things anyway. We've seen  
4 examples of it, even in situations where retaliation was  
5 available for Amex.  
6 Q There have been some merchants who have come here and  
7 they've testified and they've testified that they would like  
8 to see the NDPs eliminated.  
9 You're aware of that, I take it?  
10 A Yes, I am.  
11 Q So, given the sample of the merchants who have come in  
12 and said that, is it a proper inference from your point of  
13 view to draw that all or most merchants would prefer to have  
14 the non-discrimination provisions removed?  
15 A No, I don't think -- I don't think that one can make that  
16 inference.  
17 Q Why not?  
18 A Well, there are millions of merchants out there. And  
19 it's entirely possible that there is a wide mix.  
20 I mean, I haven't seen a survey of merchant views of  
21 the NDP. The merchants that have come in to testify are  
22 presumably the ones that for one reason or another are not  
23 happy with the NDP. We have no way of knowing from that one  
24 way or another whether that's a representative view.  
25 Q Based upon what they've said when they came here and

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1 testified about it, viewing that testimony through your lens  
2 as an economist, have they taken into consideration all of the  
3 factors that an economist would consider in determining  
4 whether the NDPs should be removed or not?  
5 A Well, no, they haven't.  
6 In the first place, they're only looking at one side  
7 of the market. They're looking at the benefit to themselves  
8 and not more broadly. But they're also not thinking in terms  
9 of how the market will equilibrate and what will happen in  
10 this market. I don't think they are thinking fully about  
11 that.  
12 I mean, generally, when people are asked these kinds  
13 of questions, they tend to answer very narrowly. If you ask  
14 somebody would you rather pay a \$1.50 for a carton of milk  
15 rather than \$2.00 for a carton they will say well, I'd rather  
16 pay a \$1.50, I would rather bet get that benefit. Perhaps  
17 they haven't thought about the fact that it costs about a  
18 \$1.80 to produce a carton of milk and if the price is \$1.50  
19 rather than 1.80, that milk production is going to plummet.  
20 You know, it's those kinds of considerations that  
21 are important to factor in and I at least didn't see anything  
22 in the testimony to indicate that the merchants have thought  
23 through what this implies for competition in the market and  
24 indeed, shortly we're going to come to some factors that I  
25 believe they probably overlooked.

6454  
1 Q So, let's go back to your competitive effects slide  
2 because I think we're at the last -- well, this is slide 124.  
3 (The above-referred to Exhibit was published to the  
4 jury.)  
5 Q The last bullet on the competitive effects slide is NDPs  
6 do not adversely effect competition for consumer spend. And  
7 in that context I want to focus on the issue of adverse  
8 effects. That's what you're alluding to here.  
9 So, let's turn to slide 125, please.  
10 (The above-referred to Exhibit was published to the  
11 jury.)  
12 Q So, have you listed here several points with respect to  
13 whether or not the Government can establish actual adverse  
14 effects flowing from the NDPs?  
15 A Yes, but just to be clear, I think this side is focused  
16 on impacts on only one side of the market.  
17 In other words, on merchants. And when we think  
18 about adverse effects, it's important to remember that we're  
19 trying to keep in mind the effect on overall competition; that  
20 we know that vertical restraints frequently restrict certain  
21 mechanisms through which companies can try to attract  
22 customers, but that doesn't necessarily reduce the overall  
23 level of competition in the market if that competition can be  
24 expressed through other mechanisms that accomplish the same  
25 thing.

6455  
1 And I think our initial discussion of the real  
2 estate brokerage industry was an example of that. You don't  
3 worry about those exclusive contracts between real estate  
4 brokers and buyers as restricting the expression of  
5 competition through a commission level competition at the  
6 point of sale because you know that there are lots of brokers  
7 out there. This is going to make the competition work well  
8 and therefore -- I mean, the contract work well -- and  
9 therefore, competition will work at another level and will  
10 deliver all of the benefits.  
11 And I'm raising the same point here. We have many  
12 mechanisms in this market through which companies, these  
13 networks, can compete to drive business to their network, to  
14 steer. And this is one of them. And I don't think that  
15 there's any indication, any analysis in the record, to show  
16 that there would be an adverse effect on overall competition.  
17 Here, we are focusing just on the side that the  
18 Government is interested in, which is the merchant side.  
19 (Continued on following page.)  
20  
21  
22  
23  
24  
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<p>6456</p> <p>1 BY MR. CHESLER:</p> <p>2 Q So let's, because the government is focused on the</p> <p>3 merchant side, let's focus now on the merchant side.</p> <p>4 The first, the first entry on slide 125, is</p> <p>5 empirical evidence refutes the government's and Professor</p> <p>6 Katz's fundamental claim that there would be greater</p> <p>7 competition among payment card networks in the but-for-world,</p> <p>8 correct?</p> <p>9 A Yes.</p> <p>10 Q Okay. So, we have heard some testimony about three</p> <p>11 million or so locations, merchant locations in the United</p> <p>12 States, that do not accept American Express cards. Are you</p> <p>13 familiar with that testimony?</p> <p>14 A Yes, I am.</p> <p>15 Q And so these are merchants who for the past three plus</p> <p>16 years, have been in a world in which, the Visa and MasterCard</p> <p>17 non discrimination provisions don't exist, correct?</p> <p>18 A That's correct.</p> <p>19 Q And many of them, not all, but many of them also accept</p> <p>20 Discover cards, correct?</p> <p>21 A That's correct.</p> <p>22 Q So there are merchants who don't have American Express</p> <p>23 customers, they are not accepting American Express cards, they</p> <p>24 have never signed an agreement or at least they are not</p> <p>25 currently parties to agreements, that contain American Express</p>	<p>6458</p> <p>1 THE COURT: Is it because Visa and MasterCard are in</p> <p>2 effect a cartel?</p> <p>3 THE WITNESS: I have not seen any evidence to that</p> <p>4 effect. I don't think that there is a basis for concluding</p> <p>5 that they are a cartel.</p> <p>6 They are large firms, and they certainly recognize</p> <p>7 their interdependency. They do have, you know, history of</p> <p>8 common ownership and so forth. At this point they are</p> <p>9 independent. I have not seen-- when we say, cartel, we</p> <p>10 usually mean there is explicit agreements between competitors.</p> <p>11 I have seen no evidence of that.</p> <p>12 THE COURT: Or a duopoly, I think that was another</p> <p>13 term I heard. That they may not be, explicit, that-- they</p> <p>14 explicitly conspire or work together as conspirators, I guess</p> <p>15 is a derogative term.</p> <p>16 But understanding how the-- how they can work at--</p> <p>17 in parallel to benefit both of them. That there is enough</p> <p>18 market for the two of them, that they needn't challenge each</p> <p>19 other and they can maximize their profitability by not</p> <p>20 challenging each other, but just moving ahead without</p> <p>21 challenging each other.</p> <p>22 And that, there is no-- there are no other entities</p> <p>23 as large as they are, except for-- to the extent that it is,</p> <p>24 American Express. So, they needn't do the things that the</p> <p>25 Assistant Attorney General claimed would result in greater</p>
<p>6457</p> <p>1 non discrimination provisions, is that a fair description of</p> <p>2 this universe of merchants?</p> <p>3 A Yes, I think that is fair.</p> <p>4 Q Okay.</p> <p>5 And, we have heard some testimony about what the</p> <p>6 government said would happen for consumers at those merchants.</p> <p>7 What is your recollection just so we have got the context of</p> <p>8 what that prediction was?</p> <p>9 A I believe that at the time of the settlement, the certain</p> <p>10 representatives of the DOJ said that there would be immediate</p> <p>11 benefits to consumers at those merchants.</p> <p>12 Q Has that happened according to the record in this case?</p> <p>13 A No, it hasn't happened. None of the competition that the</p> <p>14 government describes in their theory has broken out at those</p> <p>15 merchants. And in fact, I think the testimony in the trial--</p> <p>16 the trial testimony indicates that rates, merchants rates have</p> <p>17 increased at those merchants.</p> <p>18 Q From all three of the networks who service those</p> <p>19 merchants?</p> <p>20 A I believe it was a general statement. I think it was in</p> <p>21 Mr. Hochschild's testimony.</p> <p>22 THE COURT: Why do you think that is?</p> <p>23 THE WITNESS: Because I don't credit the</p> <p>24 government's theory about what the competitive mechanism is</p> <p>25 here, and how this would play out.</p>	<p>6459</p> <p>1 competition, because there is no need to. They are still very</p> <p>2 profitable.</p> <p>3 THE WITNESS: So, you have used the term "parallel</p> <p>4 action", economists use the phrase, conscious parallelism,</p> <p>5 this is recognizing mutual interests, not conspiring, but</p> <p>6 still mutually forbearing.</p> <p>7 That would be possible, but for one thing, which is,</p> <p>8 that Discover is also present at most of those merchants.</p> <p>9 And, Discover, Mr. Hochschild has testified that he has been</p> <p>10 very anxious to take advantage of opportunities to drive</p> <p>11 business towards Discover, and would do so, but for the</p> <p>12 presence of Amex's NDPs.</p> <p>13 These three million merchants, that is an</p> <p>14 opportunity-- merchant locations, to be precise, that is an</p> <p>15 opportunity to test this theory and see what is going on at</p> <p>16 those merchants.</p> <p>17 And the point here, is that nothing has happened.</p> <p>18 Discover is actually not taking advantage of opportunities to</p> <p>19 pursue what is a very sizable amount of commerce at those</p> <p>20 merchants.</p> <p>21 Q Let's pursue that if we may.</p> <p>22 Professor Katz claimed at one point that we</p> <p>23 shouldn't expect to see more competition there, because these</p> <p>24 merchants are mostly small merchants. Are you familiar with</p> <p>25 that testimony?</p>

<p>1 A I am familiar with the testimony that that-- that wasn't  2 the DOJ's original forecast obviously. But, that is what  3 Doctor Katz, that is the ex-post explanation that Doctor Katz  4 has offered.  5 Q Let's just focus, just on that point for a moment. I  6 want to pursue other issues about it.  7 First of all, is it fair to say that all three  8 million plus locations are "small merchants", in the concept  9 that conjures up at least in my mind, the kind of mom and pop  10 stores, the corner, the corner drugstore, the local stores  11 that were in the neighborhood where I grew up. Are they all  12 of that ilk here?  13 A Yeah, actually that is not accurate. The stores that--  14 the merchants that take Amex include the very largest  15 merchants, the giants. But once you get passed those, the  16 distribution, the size distribution seems to look very  17 similar. There are some very sizable merchants in that group.  18 Q So before we get to sizable merchants, are you familiar  19 with the testimony that 98 percent of all the merchants who  20 currently accept American Express are charge value merchants  21 of about \$500,000 or less?  22 A Yes.  23 Q And, the merchants who don't accept American Express, the  24 three and a half million locations, whatever the number is,  25 they are also merchants that take -- have charge volume of</p>	<p>1 slide. What is 126?  2 A This is a slide that just has some examples of companies  3 that don't accept Amex, that are not mom and pop stores.  4 So Progressive Insurance, Allegiant Airlines,  5 Charter Communications, all are quite substantial companies.  6 So, this is just-- the point of this is just not to  7 leave the impression that the three million merchants  8 locations are all mom and pop corner stores. They are some  9 sizable stores in there.  10 Q Now, let's talk about this universe of the merchants who  11 don't accept in the aggregate. Talk about what kind of  12 opportunity is sitting there, has been sitting there now for  13 over three years with respect to the government's predictions  14 of the future.  15 Have you made an effort to try to estimate,  16 calculate, how much volume, purchase volume we are talking  17 about in this context?  18 A Well, I have done some calculations to get a ball park  19 idea of the amount of commerce that is represented by those  20 merchant locations.  21 Q Let's turn to 127. What is 127?  22 A This reflects calculations that I take to be a very  23 conservative calculation, of how much commerce is at stake at  24 these three million merchants locations. The way this works  25 is as follows:</p>
<p>1 about half a million or less?  2 A Yes, 98 percent in both cases, that was the testimony  3 that I had in mind when I made that statement.  4 Q So, what is the significance, if you take the position  5 that the merchants who are in the world, the government's  6 but-for-world, who don't have American Express  7 non discrimination provisions, are -- I don't know, you would  8 not expect to see a change there, because they are small.  9 What is the implication of that testimony, with respect to  10 American Express' current business, where 98 percent of their  11 current customers look just like the ones who don't use  12 American Express?  13 A The implication is that there is no reason to expect any  14 benefit there either, in which case, this case boils down to  15 only the very largest merchants, which are the ones that are  16 negotiating explicitly with Amex and negotiating exceptions  17 and so forth.  18 So, that puts a rather different light on the  19 benefits that one might, under the government's theory, expect  20 to see and where those benefits would be found.  21 Q I want to pursue whether those benefits, any empirical  22 evidence in the but-for-world, whether the benefits would  23 happen at all. Let's pause, we talked about all the mom and  24 pops stores.  25 Let's look at 126 for a moment. This is a public</p>	<p>1 I have started with total amount of GPPC and debit  2 purchase volume, which is just a little under \$5 billion and  3 then some information from Amex that--  4 Q You said five billion?  5 A I'm sorry, I said billion, I meant trillion. Thank you.  6 Trillion. That is a large order of magnitude to miss by.  7 The next bullet point refers to some information in  8 Amex documents that says, the fraction of Cardmember spend  9 accounted for by non Amex accepting merchants, is about  10 six percent.  11 So, what I'm going to do is apply that six percent  12 to the total amount of spend, and that is a fairly  13 conservative estimate. Because the Amex documents really put  14 it between six and ten percent. And, Amex cardholders, are  15 going to be-- tend to be people who spend most of their-- do  16 most of their spending at the places that do accept Amex.  17 So, for example, Amex acceptance is regional, so  18 people in regions where there is fewer Amex accepting stores,  19 are less likely to have Amex. This is a very conservative  20 calculation.  21 Just applying the six percent to the 4.7 trillion,  22 you get a little under \$300 billion. I did some other  23 calculations that suggested to me that this number, this  24 amount of commerce is probably somewhere in the range of three  25 hundred, to \$600 billion.</p>

1 Q Now, is it feasible to suggest that card companies could  
2 enter into negotiations on a one off basis, with so many  
3 merchants, to give them the benefits of, in effect not having  
4 NDPs in place?

5 A The answer is-- can I add something to my previous  
6 answer?

7 Q Of course.

8 A There is something I forgot to say.

9 I just wanted to put this number in perspective,  
10 which is that the 280 odd billion dollar figure that I got  
11 here, is about twice Discover's-- a little more than twice  
12 Discover's total charge volume.

13 So, this is, you know a very large, a very large  
14 potential for them relative to what they are already doing.  
15 That is all I wanted to say.

16 THE COURT: So I'm sorry.

17 This six percent figure is what? Is the percentage  
18 of what?

19 THE WITNESS: Well --

20 THE COURT: What does it represent? Is it-- are you  
21 projecting percentage of the total spend that would go to Amex  
22 if these-- if these merchants took the American Express card.

23 THE WITNESS: I'm sorry, let me try to be clearer.

24 We are starting with 4.7 trillion dollars.

25 THE COURT: Right.

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1 THE WITNESS: Trillion dollars worth of commerce.  
2 We are trying to figure out how much of that commerce is at  
3 the three million merchants that don't take Amex. Okay.

4 THE COURT: I see.

5 THE WITNESS: And what we know is, for Amex card  
6 holders, it breaks down somewhere between 90/10, 94/6 between  
7 those two groups of merchants.

8 For non Amex cardholders it will be more skewed, in  
9 the direction of more commerce at these three million  
10 merchants. Leaving that aside, taking the most conservative  
11 figure, which is the six percent of commerce at these  
12 merchants, you end up with \$284 billion figure.

13 THE COURT: That is a total of the card spend at the  
14 non Amex accepting merchants.

15 THE WITNESS: Yes, that is what is available for  
16 Discover for example to try to grab without being hampered by  
17 the NDPs. The NDPs do not stop them from going after almost  
18 \$3 billion worth of-- charge volume.

19 THE COURT: Assuming, they have-- it is assuming  
20 they have the resources to go after, this \$300 billion worth  
21 of spend.

22 THE WITNESS: Well, you have--

23 THE COURT: One of the issues is, are they so small  
24 that they don't have that capability to compete?

25 THE WITNESS: But--

1 THE COURT: Which you have not, really have not  
2 taken into account.

3 THE WITNESS: So, I think you heard the testimony  
4 from Mr. Hochschild, that without the NDPs, he would be able  
5 to drive business towards Discover. Merchants like these.  
6 Don't need to make large investments. Basically all Discover  
7 needs to do is start setting lower merchants fees. This is  
8 the government's theory. Set lower merchants fees.

9 Now the merchants have a cost advantage to Discover,  
10 and they will have an incentive to drive business to Discover  
11 at these merchants. That is the essence of their theory.

12 THE COURT: And the settlement with Visa and  
13 MasterCard on the NDPs was at the beginning of this, this  
14 litigation, 2010, I think, wasn't it.

15 MR. CHESLER: Yes, it was.

16 THE COURT: So where have they been since 2010 with  
17 regard to the non Amex accepting merchants?

18 MR. CHESLER: Exactly.

19 THE COURT: That is also my question of whether they  
20 are really competitively capable of standing up competitively  
21 to Visa and MasterCard. Quite apart from the Amex situation,  
22 with their accepting merchants.

23 I just throw that up.

24 MR. CHESLER: Let me pursue that for a moment.

25 Q First of all, is it the case that Discover is accepted at

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1 most of those three million locations?

2 A That is my understanding, their acceptance coverage is  
3 about the same as MasterCard and Visa.

4 Q Mr. Hochschild testified that years ago, he tried a  
5 strategy of being the low cost guy, he said it didn't work,  
6 right?

7 A Yes, he did.

8 Q If you didn't have the NDPs to contend with from Amex, he  
9 could pursue the same strategy is that what he said?

10 A That was my understanding of his testimony.

11 Q So he is already at these merchants. What would be  
12 involved in lowering his rates? What-- we are talking about  
13 his capability, his ability, his resources to do that. Given  
14 what he has described as the way he does his business,  
15 virtually no individual account managers, doing it on a  
16 network global business, what would Discover have to do to  
17 pursue the low cost strategy of these three million locations  
18 which have not had Amex NDPs for over three years?

19 MR. CONRATH: Objection, foundation.

20 THE COURT: Sustained.

21 Q Based upon your review of Mr. Hochschild's testimony, did  
22 he explain what he could do in order to pursue a low cost  
23 strategy based on what he has done in the past?

24 A Well, I think that Mr. Hochschild referred to-- I'm not  
25 sure which part of the testimony you have in mind. I do



1 recall that he discussed becoming the low cost merchants, the  
2 low cost network, and driving business in the direction of  
3 Discover in that fashion.

4 And, it would be as far as I can tell, a fairly  
5 simple proposition.

6 Q Why do you say that?

7 A Well, because networks right now maintain, you know,  
8 multiple interchange schedules and so forth. They have  
9 interchange schedules for larger merchants and smaller  
10 merchants and so forth.

11 It is fairly easy to have a fee schedule that says,  
12 here is our merchant fees, and if you are not constrained by  
13 any contractual provisions that would restrict your ability to  
14 charge differentially at the Point-of-Sale or to express  
15 preference, you will get a 20-basis point discount. And just  
16 offer that as an opportunity for merchants.

17 I know Mr. Hochschild said something in his  
18 testimony about the merchants would be hard to find. I was  
19 puzzled by that, because you literally get them to find  
20 themselves, simply by offering the opportunity broadly and  
21 having them step forward.

22 Now, that is going to be highly correlated with  
23 whether or not they take Amex.

24 Q And again, the opportunity that is sitting there on the  
25 table is double their current volume at Discover?

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1 A Well, that is the total amount of charge volume that  
2 would be in play.

3 Q Do you recall Doctor Katz testifying that his  
4 understanding is that currently Visa and MasterCard don't even  
5 speak to the smaller merchants, let alone negotiate with them?

6 A Yes, I do.

7 Q How do they convey to the merchants what the interchange  
8 fees are, that the merchants have to pay? Do they have to go  
9 through the effort of talking to all of them based upon the  
10 record here?

11 A No, they don't. They are going through acquirers, I  
12 think.

13 Q Is there anything that prevents them from doing exactly  
14 the same thing, just issuing their announced rates to the  
15 three million plus merchants who don't accept American Express  
16 based upon what Doctor Katz himself observed of their business  
17 practices?

18 A It is hard to see what the barrier would be.

19 Q So not withstanding all that, just one more time. Has  
20 any of that happened in over three years at all of those  
21 merchants?

22 A No, and the-- particularly curious aspect of that is, is  
23 that from what I can tell from the record, it hasn't even been  
24 tried. You have not seen Discover experiment.

25 I mean, you know, Discover can go to one of these

1 moderately sized merchants and say, look, we want to give you  
2 a break and drive business your way. Use that to illustrate  
3 to other merchants the value of negotiating with them.

4 I mean I am puzzled by the fact that if the  
5 government's theory is right, that none of this has been  
6 tried.

7 Q Now, let's take one other aspect of this, which came up  
8 actually in the government's opening.

9 Let's just assume for purposes of my question, that  
10 at those merchants, Visa, MasterCard and Discover's rates to  
11 the merchants are clustered very close together. There is not  
12 a lot of variation among the three rates.

13 Do you understand the assumption?

14 A Yes, I do.

15 Q Is there from your perspective as an economist, assuming  
16 there is no collusion going on among the three of them, is  
17 there any reason why they would not, if this theory makes  
18 sense, be engaged in efforts to lower the rates not  
19 withstanding the fact they are clustered close together? Why  
20 any one of the individuals would not be engaged in an effort  
21 to break out of that pack?

22 A Well, I think this relates to the discussion that we were  
23 having earlier. If Visa and MasterCard recognized mutual  
24 dependence on each other, they may not initiate that kind of  
25 competition. But, under the government's theory, and under

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1 Doctor Katz's theory, of why they expect removal of the NDPs  
2 to generate pro-competitive benefits, some competition would  
3 break out.

4 Discover for example would realize that they had an  
5 opportunity. They would drop their merchant fees, create a  
6 sizable differential, and therefore, create the incentive to  
7 steer. That is what the theory is about.

8 So the starting point, saying that they are starting  
9 from a point where they are charging the same merchants fees,  
10 misses the point.

11 Under their theory the fees would not remain the  
12 same. Discover would try to attract business by dropping its  
13 fees.

14 Q I want to stay further with this issue, Doctor Katz's  
15 efforts to explain why this hasn't happened.

16 So one is they are small merchants we talked about  
17 that.

18 A Yes.

19 Q Also a question of whether or not-- talking about the  
20 empirical evidence you have available to you. I want to move  
21 from those merchants to merchants who accept American Express.

22 Is one category of the empirical evidence you have,  
23 that you have looked at, merchants who do accept American  
24 Express as compared to those who don't. But where American  
25 Express' share of the spend at those merchants is very small?

<p>1 A That is correct. This is another way to test the  2 government's theory.  3 Q First, explain why looking at merchants where the Amex  4 share of spend is say, small single digits. Why is that a  5 relevant way of testing the government's theory?  6 A Well, the government has expressed the view and Doctor  7 Katz has expressed-- well, Doctor Katz has expressed the view  8 in any case, that Discover cannot maintain its NDPs in the  9 face of competitive pressure because Discover does not have a  10 large enough presence with the merchants. Discover is not  11 sufficiently relevant.  12 So that if Amex's NDPs are eliminated, Discover's  13 NDPs would not stop competition from breaking out.  14 The logic of that argument implies that at any  15 merchants, where Amex's share is small, as is Discover's, that  16 the same principle would apply and that Amex's NDPs should not  17 be able to hold back this competition that they envision.  18 Q So let's look at that for a moment.  19 Your Honor, the next slide which is 130 has  20 confidential information on it.  21 So just again for the context, we were talking about  22 the three million plus locations that don't take American  23 Express, now we are talking about locations that do take  24 American Express.  25 But where American Express' share of spend is very</p>	<p>1 What empirical evidence have you seen the government  2 present in support of its theory, its prediction, of what  3 would happen in the absence of the NDPs?  4 A None.  5 Q Let me turn to the next bullet on your slide about  6 adverse effects, which is slide 131?  7 A Yes.  8 Q So it is the same slide we saw earlier, we move down to  9 the second bullet, next to last bullet. It says, Professor  10 Katz's claims about the but-for-world are at odds with the  11 government's allegations and trial evidence. Indicating that  12 merchant fees will fall in the but-for-world.  13 We have talked a bit about this. I just want to  14 make sure that we have completed this subject.  15 Let's look at slide 132, the next slide. Excerpt  16 from Professor Katz's testimony. What is the significance of  17 this excerpt?  18 A This is an excerpt that refers to a point in time in  19 Doctor Katz's testimony where I believe you, Mr. Chesler were  20 asking him, about whether he was predicting that merchant fees  21 would go down or up, if the NDPs were removed, Amex's NDPs  22 were removed.  23 And, he said that it is possible that they would go  24 up.  25 Q Now, you have seen the government's filings in this case,</p>
<p>6472  1 small. Comparable to the share of spend that Discover has at  2 a number of merchants, correct?  3 A Correct.  4 Q So let's look at 130 without mentioning the numbers here.  5 What is the point of this slide?  6 A The point of this slide is just to give some examples of  7 merchants who I think these are merchants for whom witnesses  8 testified at trial, for which Amex's share is quite low.  9 So these merchants, this notion of relevance is a  10 particular payment method, relevant to the merchant. I think  11 one would be hard pressed to say that Amex has a great deal of  12 relevance at any of these merchants.  13 So consequently, if the theory is correct, that  14 Discover's NDPs can't hold back the flood of competition  15 because Discover is too small to be relevant, Amex's NDPs  16 shouldn't be able to hold back the floodgates of competition  17 at these kinds of merchants.  18 Yet once again, as we look across merchants we don't  19 see any of the kinds of competitive activities breaking out  20 that the government is predicting.  21 Q So you have talked about empirical evidence of what has  22 gone on or has not gone on at the merchant locations where  23 American Express is not involved. You have talked about  24 merchants that have American Express card acceptance but very  25 small shares.</p>	<p>6473  1 the opening statement, the testimony of the merchants that  2 they have brought in.  3 Is Doctor Katz' testimony that the rates may go up,  4 consistent or inconsistent or how does it compare to what the  5 government has said this case is all about in what the  6 merchants have suggested in their testimony?  7 A Well, honestly from the very first in this case, I  8 thought I understood that the government's allocations --  9 allegations, were that Amex's NDPs were holding back  10 competition that would drive down rates to merchants.  11 So it seems to me that this statement is an  12 indication of uncertainty as to whether that allegation, that  13 particular prediction is in fact correct.  14 Q Again, Doctor Katz is saying maybe they go up. To the  15 extent that you have looked at empirical evidence in the real  16 world, not economic theory, but what is actually going on,  17 both at the merchants that accept American Express, where they  18 are small, small share, and the millions that don't accept  19 American Express. Is there any empirical evidence there,  20 consistent with the government's theory that the rates would  21 actually go down?  22 A I have not seen it, no.  23 Q What is your view, I know we are now back into moving  24 from the real world empirical evidence to predictions. You  25 are here. What is your opinion if the NDPs are removed, what</p>

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1 happens only when looking again at one side of a two-sided  
2 market. Just that merchant discount rates. Not talking about  
3 the consumer side, because the government hasn't.

4 What is your view of what will happen on that one  
5 side in the absence of the NDPs?

6 A Well, let me in answering that question, distinguish  
7 between the long run and the short run.

8 Q Okay.

9 A I think in the long run, fees are going to go up. The  
10 reason fees are going to go up is because Amex has applied  
11 tremendous competitive pressure to this industry, through its  
12 aggressive strategies. Without the NDPs for the reasons I  
13 have said, Amex's business model will be undermined. The  
14 model that allows it to differentiate itself. Competition  
15 will lessen and fees will go up, two-sided price will go up.

16 But even in the short run, before that happens, I do  
17 not expect merchant fees to go down.

18 Q Why not?

19 A Well, I think that the government's simple theory has a  
20 gaping hole in it. And let me try and walk through this,  
21 because I think it is a really critical point.

22 The government's theory, let me give an example.  
23 Let's take a merchant, that has a million dollars worth of  
24 charge volume, and let's say that -- or a million dollars  
25 worth of Visa charge volume. Visa is charging 200 basis

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1 points and Discover is charging 200 basis points. So, the  
2 merchant fees to Visa are \$20,000.

3 Now, imagine that Discover comes along and says,  
4 well, let's incentivize this merchant to drive business to  
5 Discover. And so, they drop the Discover merchant discount to  
6 180 basis points. They cut it by 20 basis points.

7 Now the merchant under the government's theory has  
8 an incentive to steer toward Discover. The question is what  
9 will Visa do. The government says that what Visa will do is  
10 to say well, we got to do something about this steering. We  
11 will cut our merchant discount rate either to 190 basis points  
12 or maybe we will even match them at 180 basis points. There,  
13 they are thinking about this issue stops.

14 And my concern is, Visa is an extremely  
15 sophisticated company that is used to operating an extremely  
16 complicated business. And their thinking about pricing, is  
17 not going to stop there. They have something that really is  
18 actually very simple that they can do, that will defeat this  
19 process.

20 Which is, okay, we are going to reduce our merchant  
21 discount to 180 basis points, which stops the incentive for  
22 steering. That means we are giving up 20 basis points on-- on  
23 a million dollars worth of charge volume. Well, that is  
24 \$2,000 that we are now giving up. Let's just charge that as a  
25 fixed fee.

1 So now, you have a fixed fee of \$2,000, and a  
2 merchant discount of 180 basis points. There is no reason to  
3 steer against Visa. That means that Visa doesn't lose  
4 business, and they end up getting the same amount of merchant  
5 fee in total.

6 Now, as I described it, you maybe thinking that I'm  
7 just theorizing, so I want to emphasize a couple of things  
8 about this.

9 One is, that Visa already uses fixed fees. It has  
10 something called the FAMF. I think it stands for fixed  
11 acquirer merchant fee. It is a fixed fee.

12 When it is dealing with the large, the large  
13 merchants, there is lots of fixed like components of  
14 transactions, there is bonuses, there is marketing funds,  
15 there is, you know, all the kinds of things that we have been  
16 talking about. And adjusting those things by these amounts  
17 that is another way to accomplish it.

18 So, the point is, that-- and, the one other thing to  
19 say about this is, that this kind of strategy which uses what  
20 is called, a non linear price. It is very common in lots of  
21 industries, I have seen it in lots of other industries, the  
22 standard thing to do. As I said Visa is already doing it.

23 So it seems like, you know, if Visa is thinking  
24 through its response, it will realize that it has a response  
25 here that completely defeats the competitive mechanism that

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1 the government is interested in, completely avoids creating  
2 incentives to steer away from Visa, but doesn't lower the  
3 overall merchant fee.

4 So the thing that the government has consistently  
5 gotten wrong, in thinking through this mechanism, is that they  
6 say, merchants will have incentives to steer towards networks  
7 with lowest merchant fees, and that is not right.

8 They will have the incentive to steer toward the  
9 merchant with the lowest variable merchant fees. A portion of  
10 the merchant fees should vary with the amount of charge  
11 volume.

12 But they will not have the incentive to steer to  
13 the-- to steer to the network with the lowest total merchant  
14 fees.

15 (Transcript continues on next page.)  
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1 BY MR. CHESLER:  
 2 Q Okay. Let me turn to the last subject matter, your  
 3 Honor, we're going to cover, which is: If we look at slide  
 4 134, it goes back to your adverse-effects slide, and the last  
 5 bullet there is the government's and Professor Katz's evidence  
 6 of adverse effects fails. That's your opinion, sir?

7 A Yes, it is.

8 Q I want to briefly address the three issues that Dr. Katz  
 9 addressed in this context, where he talked about there were in  
 10 fact adverse effects here.

11 If you look, therefore, at slide 135, I believe this  
 12 was one of Dr. Katz's slides; correct?

13 A I recognize it as one of his slides, yes.

14 Q He identifies three things. Discover's ability -- it  
 15 says "Merchant's inability to steer impeded Discover's ability  
 16 to compete on the merits with a low-price strategy.  
 17 Preference campaigns which had induced significant  
 18 substitution and created competitive pressures were limited.  
 19 Value recapture was more profitable, because the antisteering  
 20 rules limited substitution."

21 Now, we've already talked about the second one,  
 22 haven't we? I want to skip the first one for a moment. We'll  
 23 come back to it.

24 We talked about the preference campaigns. I don't  
 25 want to replough all of that field. Just explain why, if you

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1 believe it's correct, why the preference campaigns are not in  
 2 fact evidence of adverse -- an actual adverse effect.  
 3 A Well, when we talk about preference campaigns, I think  
 4 we're really talking about a very specific subset of the  
 5 preference campaigns. We're talking about the We Prefer  
 6 campaigns. And as I said before, those campaigns, you know,  
 7 they really were rather odd campaigns, in the sense that they  
 8 weren't -- comparing them to normal advertising, they were not  
 9 telling customers, We're delivering something that's better  
 10 for you. We want you to do this, because it's better for you  
 11 and we're helping you.

12 It was saying, We want you to do this for us, a very  
 13 peculiar kind of campaign. That campaign was either designed  
 14 or certainly had the effects of reducing the American Express  
 15 value proposition, and that's why it was successful. I do not  
 16 consider that an expression of helpful competition. That, as  
 17 I said before, that had harmful consequences, and competition  
 18 was less vigorous as a result of that, because the effect --  
 19 and I think some of the testimony indicates the intent was to  
 20 weaken American Express.

21 Q Let's go to value recapture, the third of the Dr. Katz's  
 22 points. Again, we've talked about it. I don't want to go  
 23 back and repeat what you have previously said.

24 I want to ask you why is it that you do not agree  
 25 with Professor Katz's view with respect to value recapture as

1 being evidence of actually an anti-competitive effect?

2 A Well, fundamentally, I think that Dr. Katz was  
 3 misinterpreted the facts. Value recapture was a time, yes,  
 4 American Express was trying to increase some merchant fees but  
 5 also decrease merchant fees. Dr. Katz has just focused on the  
 6 ones that went up.

7 Companies adjust fees up and down all the time.  
 8 That doesn't mean that they are acting in an anti-competitive  
 9 way or that they have market power. I do not see how one can  
 10 look at a price change, a price increase, even if it was  
 11 uniform, and say, Ah, because that occurred, there were  
 12 anti-competitive consequences. That's not sound reasoning.

13 Q Let's go to the first of the three bullets that Dr. Katz  
 14 had on his chart, which is relating to Discover's plight. And  
 15 I would like you to look at slide 136.

16 This is a slide you prepared on the question of  
 17 whether the NDPs in fact limited Discover's strategy.

18 A Yes, that's correct.

19 Q Let's walk through these. Explain, please, what your  
 20 points here are.

21 A Well, the first point is that the NDPs do not  
 22 meaningfully limit Discover's overall ability to compete for  
 23 business. And this connects to something that I have  
 24 discussed at a number of points in my testimony, that there  
 25 are multiple mechanisms by which the networks can attract

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1 charge volume to their networks, if you will to steer. There  
 2 are a number of mechanisms through which they can do that.  
 3 And the other mechanisms were all available and unimpeded for  
 4 Discover. They continue to be available and unimpeded.

5 The government has and Dr. Katz has made a lot of  
 6 the fact that Discover did not find it successful, for  
 7 example, to lure customers to using its card by providing  
 8 incentives through merchants. For example, having --  
 9 providing a twenty basis point -- reducing merchant fees by  
 10 twenty basis points, having the merchants pass that onto the  
 11 consumers, and having the consumer respond to that.

12 What that misses is that Discover has the ability to  
 13 incentivize the very same customers directly, by, for example,  
 14 just giving them more cash rewards. The same twenty basis  
 15 points can be used as cash rewards, and then the customers  
 16 have exactly the same monetary incentive. In fact, Discover  
 17 can ensure this by providing the incentives directly to the  
 18 customers instead of possibly having them pass through by the  
 19 merchants.

20 So, I have referred to some other aspects of  
 21 competition here. I don't see Discover as having been  
 22 constrained in its overall ability to compete. I simply see  
 23 the record showing that Discover chose after that point in  
 24 time to compete through these other mechanisms.

25 Q Second item says "Any attempt by Discover to encourage

1 steering through lower merchant fees will not likely be  
2 successful." What does that refer to?  
3 A This is referring to -- well, the point that I had in  
4 mind here was the idea that I was expressing a little while  
5 ago: That if Discover tried to steer -- get merchants to  
6 steer customers towards it at the point of sale by offering  
7 these discounts to the merchant, that strategy is easily  
8 defeated by Visa, by MasterCard, by using the counter strategy  
9 that I described. So, I don't see it as being effective.  
10 And moreover, your Honor, you also expressed  
11 skepticism about this from a different point of view. That  
12 is, Discover may not have the resources to benefit from this.  
13 So, there are several reasons why one might not  
14 think that that would occur.  
15 Q Let me come back to that. We have been talking for the  
16 last hour-plus about one side of this two-sided market, the  
17 merchant side and the government's various theories about the  
18 effects of these provisions on the merchant side; correct?  
19 A That's correct.  
20 Q Let's come back to where we started yesterday morning, to  
21 the two-sided market that in fact you have testified exists  
22 here, and I would like you to look at your last slide, at 137.  
23 A Yes.  
24 Q You say here, "NDPs facilitate competition among payment  
25 card networks and issuers." We can all read it for ourselves.

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1 Just summarize in conclusion what the bottom line is  
2 in light of the two-sidedness of this market. What is your  
3 bottom line with respect to the nondiscrimination provision?  
4 A Well, I think the conclusion that I have reached from my  
5 analysis of the market begins with the observation that  
6 American Express has served an extremely important competitive  
7 role in this market over the last dozen years since U.S. v.  
8 Visa.  
9 And it's done that by pursuing what has turned out  
10 to be an extremely successful strategy, differentiating  
11 themselves, of course having imitators, but continually  
12 innovating to continually provide cardholders with a reason to  
13 own and use American Express cards. That's been a critical  
14 competitive force in this industry. That's been enabled  
15 really because only American Express can guarantee welcome  
16 acceptance as a forepart of its value proposition to  
17 customers. We've heard that through trial testimony. It's in  
18 the business documents for American Express outside of the  
19 context of litigation, dating back decades. It clearly is  
20 something that American Express regards, from its own business  
21 experience, as essential to being able to compete under this  
22 broad business model. That business model, without the NDPs,  
23 is under severe threat, and I don't think that it can survive.  
24 I am not saying that American Express will not  
25 survive. American Express is a large company. They are a

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1 flexible company. They may end up finding modes in which they  
2 can compete. But the proven mode of competition in this  
3 industry, the one that we know that works, the one that we  
4 know that has imposed real checks on MasterCard and Visa, is  
5 the one that American Express has been pursuing.  
6 So, when I look at this industry, I get extremely  
7 nervous about taking away the key provision that has enabled  
8 that business model, and that is my basic conclusion.  
9 Q Thank you, professor.  
10 THE COURT: Professor, did you read Mr. Chenault's  
11 testimony.  
12 THE WITNESS: I did, yes.  
13 THE COURT: In it he said -- and I'm paraphrasing  
14 obviously -- that without the NDPs it would be possible -- he  
15 may have been stronger than that though--that the American  
16 Express company would not be able to survive. And you would  
17 disagree with that?  
18 THE WITNESS: Mr. Chenault knows his business better  
19 than I do. I would not want to make a prediction that  
20 American Express will vanish. I wouldn't go that far.  
21 THE COURT: Mr. Gilligan didn't make that  
22 prediction, either. But I was just curious as to whether you  
23 see any likelihood that there is -- that the disappearance of  
24 the NDPs would manifest itself in the elimination of the  
25 ability of the company to even exist?

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1 THE WITNESS: Well, I consider it a possibility. I  
2 think that the thing that is clear is that it couldn't  
3 continue with its current business model, and the question is  
4 whether it could be adapted to another business model.  
5 And that's where I see, Gee, I would have to defer  
6 to Mr. Chenault. This really would require completely  
7 redirecting -- the company is so fundamentally built around  
8 their idea of, We are focused on delivering high value payment  
9 services. And you know, our cardholders, our card members,  
10 we're making them feel like, you know, they belong, they are  
11 part of this special organization, we're doing things for  
12 them. They are so committed to this set of ideas that are all  
13 the built around welcome acceptance. That can't survive  
14 without NDPs, I don't think, based on what I have seen in the  
15 record, based on reviewing the history of American Express  
16 thinking about building their value proposition.  
17 THE COURT: Is there any other company that you have  
18 studied in your extensive work -- and I saw your very  
19 extensive list of publications -- that has a holding that's  
20 similar to the American Express model, business model?  
21 THE WITNESS: You're putting me on the spot. It's  
22 hard --  
23 THE COURT: Just based on your personal knowledge  
24 and your professional experience.  
25 THE WITNESS: There are certainly many companies

1 that try and mimic -- I'm not talking about payments, I'm  
 2 talking about more broadly. There are companies that try and  
 3 mimic this idea of high service to customers. You know, you  
 4 can think of hotels; for example, the Ritz Carlton and Four  
 5 Seasons and so forth. And the question, you know, is, if you  
 6 took away whatever it is that allows them to provide the  
 7 welcome acceptance to people when they show up at the hotel  
 8 and, you know, are treated as royalty -- there was a witness  
 9 from Hilton -- wasn't there?  
 10 Q Yes.  
 11 A -- who talked about it's important to be greeted with a  
 12 smile and so forth, that becomes even more important as you  
 13 move to these very high-end hotels.  
 14 If you asked if you took that away from one of these  
 15 hotels, could they survive, if you took away something that  
 16 was core to them, able to say, We are offering something  
 17 that's, you know, delivering high value, you know, they could  
 18 reconfigure themselves, I suppose, at some different kind of  
 19 hotel, but it would mean, you know, just a totally different  
 20 business models for them.  
 21 THE COURT: Anything else?  
 22 MR. CHESLER: Yes, your Honor, one other thing. I  
 23 mentioned this to Mr. Conrath this morning. It was only this  
 24 morning. I think he'll tell you he needs some time to respond  
 25 to this.

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1 We have extracted from the demonstratives a subset,  
 2 which are actually summaries of voluminous information which  
 3 the government has, data. There's been enormous amounts of  
 4 the data, as you might imagine; for example, all these loyalty  
 5 databases that were the subject of much of the witness's  
 6 testimony. The parties have had those for quite a long time.  
 7 They are not themselves in the record, because they an  
 8 enormous amount. Some of the charts or slides in the  
 9 witness's presentation are actually summaries of the  
 10 voluminous data, as opposed to only demonstrative exhibits.  
 11 We have identified that subset in an exhibit which  
 12 we have marked as Defendants' Exhibit 7831. And the way we  
 13 have identified them, your Honor, is, each one has the prefix  
 14 of DX 7828, which is the same prefix as the demonstratives  
 15 have, and the suffix for each document corresponds to the same  
 16 page or slide number within the set that your Honor has seen  
 17 during the course of the witness's testimony.  
 18 So, there's maybe half or less than half that we  
 19 want to offer as 1006 summaries. We have identified in that  
 20 manner. I offer them. The government only has this list  
 21 since this morning, in fairness. I want to point that out,  
 22 because we have been compiling it overnight.  
 23 MR. CONRATH: Your Honor, we would like to reserve  
 24 an objection to that.  
 25 THE COURT: I'll reserve on admission until I have

1 heard from you.  
 2 MR. CONRATH: Thank you, your Honor.  
 3 MR. CHESLER: May I hand up two sets to your clerk,  
 4 your Honor?  
 5 THE COURT: Sure.  
 6 MR. CHESLER: That's all I have, your Honor.  
 7 THE COURT: Thank you very much.  
 8 Why don't we take a ten-minute break, and then we'll  
 9 resume.  
 10 (Recess taken.)  
 11 (In open court.)  
 12 THE COURT: Please be seated.  
 13 Before we get started I just want to mention that  
 14 we're going to have to break a little early for lunch, because  
 15 I have to take a criminal status conference probably around  
 16 ten to 1:00. Then we'll resume at 2:00, and hopefully we'll  
 17 be able to complete the testimony of this witness today.  
 18 MR. CONRATH: Yes. I think that's quite likely,  
 19 your Honor.  
 20 THE COURT: Okay. All right.  
 21 Mr. Conrath, you may cross-examine.  
 22 MR. CONRATH: Thank you, your Honor.  
 23 CROSS-EXAMINATION  
 24 BY MR. CONRATH:  
 25 Q Good morning, Professor Bernheim. As you know, I'm Craig

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1 Conrath. We met at your deposition previously.  
 2 A Good morning, Mr. Conrath.  
 3 Q Let's begin. I would like to begin by asking you to turn  
 4 to slide 76 of your presentation. Do you have that?  
 5 A I do, yes.  
 6 Q You titled this slide "Dr. Katz agrees that American  
 7 Express is less expensive than Visa and MasterCard for small  
 8 merchants"; isn't that right?  
 9 A That's correct.  
 10 Q Isn't it actually correct that Dr. Katz found that  
 11 American Express is more expensive than Visa or MasterCard for  
 12 small merchants?  
 13 A I'm not sure which part of his testimony you are  
 14 referring to. In this part, when he was referring to my study  
 15 where I found that they were lower, he said that that was not  
 16 a surprise. That's what I'm highlighting.  
 17 Q Let's look at that.  
 18 The second-to-last sentence of the Professor Katz  
 19 that you blow up on slide 76 reads: "Across a series of four  
 20 separate figures, he" -- that would be you -- "confirms that  
 21 smaller merchants are more likely to pay a higher -- pay  
 22 higher all in rates than MasterCard than Visa than are bigger  
 23 merchants"; correct.  
 24 A Yes, that's what that sentence says.  
 25 Q That sentence is talking about a comparison of



1 smaller-merchant pricing to bigger-merchant pricing; is that  
 2 right?  
 3 A That sentence, this entire paragraph, is describing a set  
 4 of things that I found. The first sentence begins  
 5 "Dr. Bernheim identifies smaller merchants who pay less for  
 6 American Express transactions than for MasterCard and Visa."  
 7  
 8 Q So, you identified that the smallest merchants were more  
 9 likely to pay a higher rate to Visa or MasterCard than larger  
 10 merchants, what you found, and that what Professor Katz says  
 11 is not a surprise?  
 12 A Let me read the sentence again.  
 13 The first sentence is a comparison of American  
 14 Express with MasterCard and Visa. And to be clear, I  
 15 interpret the statement at the -- the last statement here,  
 16 he's summarized a bunch of my findings, and then he's saying  
 17 it's not a surprise. So, Dr. Katz will have to speak for  
 18 himself as to what that refers to. I took it to refer to the  
 19 whole paragraph.  
 20 MR. CONRATH: Your Honor, may I approach the  
 21 witness?  
 22 THE COURT: Yes, you may.  
 23 Can I just say that these two binders aren't  
 24 terribly promising that you are going to finish, as to whether  
 25 we'll ever finish the witness's cross-examination.

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1 MR. CONRATH: Well, I have to agree. As usual, we  
 2 may have over-prepared and I may have eliminated some along  
 3 the way.  
 4 THE COURT: All right.  
 5 MR. CHESLER: We need an environmental impact  
 6 statement here, your Honor.  
 7 BY MR. CONRATH:  
 8 Q In volume two, Professor Bernheim, would you turn to  
 9 PX 1589-A.  
 10 A I'm sorry. I assumed that you would start with volume  
 11 one?  
 12 Q No. They are in numerical order. I won't say ease of  
 13 finding, it might be easier than the alternative.  
 14 A Can you give me the number again?  
 15 Q 1589-A.  
 16 A Yes.  
 17 Q You have that. This contains pages 243 to 245 of  
 18 Dr. Katz's surrebuttal report, which is the entire section  
 19 from which you quoted on slide 76.  
 20 A Yes.  
 21 Q So, can you see that in speaking about the larger and  
 22 smaller merchants in the quote that you blew up on your  
 23 slide 76, Dr. Katz focused on the difference between merchants  
 24 who pay a bundle rate to their card processor compared to  
 25 those who pay an unbundled rate

1 A I'm sorry. Are you directing me back to the slide?  
 2 Q Let's look at the part of PX 1589 on paragraph 434.  
 3 A I'm sorry. Should I look at the slides or the document?  
 4 Q Why don't you keep the slide handy.  
 5 A Slide number what?  
 6 Q 76.  
 7 A Got it.  
 8 Q And then in the document, paragraph 434, and that's the  
 9 paragraph that you're quoting in your slide?  
 10 So, your report that's being discussed by Dr. Katz  
 11 here refers to the difference between merchants who pay a  
 12 bundled rate and those who pay an unbundled rate; is that  
 13 correct.  
 14 A Well, one of the analyses makes that distinction;  
 15 correct.  
 16 Q Just so we clarify the record: What is the merchant who  
 17 pays a bundled rate -- what's the difference between paying a  
 18 bundled rate and unbundled rate?  
 19 A For a merchant who pays a bundled rate, they are the  
 20 merchant acquirer, is essentially reducing their rates to a  
 21 single rate, simplification.  
 22 Q So, there's some averaging in what that person, what the  
 23 bundled -- the merchant paying a bundled rate pays?  
 24 A That's correct.  
 25 Q In some sense, the acquirer is taking some of the risk of

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1 variation in the actual Visa or MasterCard cards presented?  
 2 A If you want to call it absorbing risk. I suppose the  
 3 acquirer has a lot of information about the composition. I'm  
 4 not sure there's exposure to a great deal of risk.  
 5 Q And the merchants who pay a bundled rate are, as you  
 6 point out, generally smaller than those who pay an unbundled  
 7 rate; is that right?  
 8 A That's correct.  
 9 Q And you reach your conclusion about the rates, relative  
 10 rates, but for American Express and MasterCard, based on  
 11 comparing the rates at bundled merchants, who you say were the  
 12 smallest, and unbundled merchants, who are larger?  
 13 A Through this exercise, yes. There are two exercises.  
 14 This is one of them. This exercise employs that comparison.  
 15 Q After the sentences that you quote on your slide, you end  
 16 with the quote, "This finding is not a surprise."  
 17 But if we look at the line in paragraph 44, Dr. Katz  
 18 actually continues, doesn't he?  
 19 A Yes, he does.  
 20 Q And in fact, can I direct your attention to the part of  
 21 his statement starting in paragraph 434, three lines up from  
 22 the bottom.  
 23 Dr. Katz writes: "Dr. Bernheim does not report that  
 24 the" -- I'm not going to mention the name. It's an acquirer,  
 25 a processor; right? -- bundled merchants generated only

<p>1 3/100ths percent of a total charge volume in the sample, and</p> <p>2 the unbundled merchants generated the remaining 99.97 percent</p> <p>3 of total charge volume." Did I read that right?</p> <p>4 A Yes, although I think, as I pointed out in my next</p> <p>5 report, Dr. Katz actually misused those figures, because he</p> <p>6 didn't realize that this is a stratified sample and that we</p> <p>7 oversampled when we took the companies from -- When we</p> <p>8 selected the companies from the processor, we oversampled the</p> <p>9 largest companies, and as a result, if you calculate the</p> <p>10 fraction of commerce in this sample, that very significantly</p> <p>11 understates the fraction of commerce overall.</p> <p>12 Q Now, I'm going to direct your attention to the previous</p> <p>13 paragraph, paragraph 433, which is on the previous page.</p> <p>14 Do you have that?</p> <p>15 A I'm sorry. 433?</p> <p>16 Q Yes.</p> <p>17 A Yes.</p> <p>18 Q It says, it begins: "I have recalculated the American</p> <p>19 Express premium over MasterCard and Visa using the processor</p> <p>20 data used by Dr. Bernheim." Do you see that? That's right?</p> <p>21 A I do.</p> <p>22 Q And you're aware that one-point merchants, American</p> <p>23 Express one-point merchants, are generally smaller merchants;</p> <p>24 right?</p> <p>25 A Generally?</p>	<p>1 products versus American Express.</p> <p>2 So, when you are finding that they are the same,</p> <p>3 that really means that American Express is below in terms of</p> <p>4 the proper comparison.</p> <p>5 Q Just focusing on my question, my question is: Isn't it</p> <p>6 correct that what Dr. Katz actually reported in the section</p> <p>7 that you quoted was that small merchants pay higher prices,</p> <p>8 not lower prices, as you describe in slide 76; isn't that</p> <p>9 right?</p> <p>10 A It is correct and fair to say that Dr. Katz pointed to</p> <p>11 the one point merchants as evidence for that.</p> <p>12 Q Let's turn to another topic. You said, Professor</p> <p>13 Bernheim, I think I got it right yesterday, that to look at</p> <p>14 directly at anti-competitive conduct without first defining a</p> <p>15 market and evaluating market power is, I think you said,</p> <p>16 dangerous; is that right?</p> <p>17 A What I said was that it's dangerous in certain</p> <p>18 circumstances, yes. My statement was not -- my only objection</p> <p>19 to your paraphrase is that it sounded like you meant it to be</p> <p>20 universal. In certain circumstances.</p> <p>21 Q You think it's dangerous in this case; is that right?</p> <p>22 A I do, yes.</p> <p>23 Q Do you agree that Professor Gilbert in this case reached</p> <p>24 a conclusion about competitive effects without defining a</p> <p>25 market?</p>
<p>1 Q There is in fact a sort of a cutoff. You're aware that</p> <p>2 Mr. Pejoro and Mr. Gilligan have testified that merchants are</p> <p>3 small merchants?</p> <p>4 A Honestly, I don't remember the facts on that. I'll</p> <p>5 accept that for the purpose of the questions.</p> <p>6 Q And then the following sentence, which I'm not going to</p> <p>7 read, involves one processor sample. And then the next</p> <p>8 sentence reads: "I also find that the processor one-point</p> <p>9 merchants" -- those are the smaller merchants; right-- "on</p> <p>10 average pay twenty-four basis points more to American Express</p> <p>11 than to Visa, and eleven basis points more than to</p> <p>12 MasterCard." Did I read that right?</p> <p>13 A I see that.</p> <p>14 Q So, Dr. Katz actually finds that those smaller merchants,</p> <p>15 those who are identified as smaller merchants in this sample,</p> <p>16 paid more to American Express than to Visa and MasterCard?</p> <p>17 A What he's saying, he's making the distinctions based upon</p> <p>18 one point. In the data for that processor, it's possible to</p> <p>19 make a cut based on actual size. You don't have to do it</p> <p>20 based on one point, which is what I have done and found that</p> <p>21 -- that's also in my original report -- that the merchant</p> <p>22 discounts are about even for the small merchants.</p> <p>23 And what you have to remember is that all of these</p> <p>24 things that we're talking about now are not mix-adjusted. So,</p> <p>25 we're doing an average for all the Visa and MasterCard</p>	<p>1 A I believe he did. But if you remember my testimony, and</p> <p>2 this is important, what I said was, if you look at conduct and</p> <p>3 reach a conclusion that it is not anti-competitive, then at</p> <p>4 that point, there's really no reason to look at market power,</p> <p>5 because if even under the assumption that a firm had market</p> <p>6 power, its conduct was not anti-competitive, there's no reason</p> <p>7 to proceed.</p> <p>8 The reason to look at market power is if you have</p> <p>9 some reason to believe that the conduct might be</p> <p>10 anti-competitive, and that's one possible explanation, and</p> <p>11 there's another explanation that's pro-competitive, and now,</p> <p>12 you need to make a judgment between those two. Well, then</p> <p>13 it's important to look at market power. But I don't think</p> <p>14 that Dr. Gilbert was in that position. I think he evaluated</p> <p>15 the conduct and said, Not anti-competitive. No reason to look</p> <p>16 at market power.</p> <p>17 Q You are also aware, aren't you, that what Professor</p> <p>18 Gilbert did in the E books case, where he testified against</p> <p>19 Apple, was to reach a conclusion about competitive effects</p> <p>20 without defining a market?</p> <p>21 A I remember vaguely seeing something about that in</p> <p>22 Dr. Gilbert's testimony. It may fall within the same category</p> <p>23 that I have just described.</p> <p>24 Q His conclusion there was -- it was anti-competitive,</p> <p>25 wasn't it?</p>

1 A As I said before, in my testimony earlier, there are some  
2 cases where, when one looks at the conduct, there is really no  
3 other plausible interpretation than an anti-competitive  
4 explanation.

5 And I gave the example of, for example, a company  
6 with an eighty percent market share willy-nilly exercised  
7 exclusion on its competitors and said, in a case like that,  
8 exclusion is sometimes -- the power to exclude is sometimes  
9 used as a definition of market power. So, it becomes both the  
10 evidence of market power and anti-competitive conduct. So, I  
11 don't rule that possibility out, either.

12 I don't really know what the facts are in the case  
13 that you referred to, so I can't say anything about what --  
14 about what Dr. Gilbert did in that case. The mere fact that  
15 he may have reached such a conclusion without examining market  
16 power by itself is not surprising.

17 Q You would agree that it's not necessarily dangerous to do  
18 so if Dr. Gilbert did it?

19 A I do not know the facts of that case, and while I have  
20 great respect and admiration for Dr. Gilbert, as well as  
21 Dr. Katz, I don't always agree with either one of them. So, I  
22 can't say whether I would agree with what Dr. Gilbert did in  
23 that case.

24 But I think that Dr. Gilbert in his testimony said  
25 something that was essentially the same as what I am saying,

1 which is, Look, if you are in a situation where there is a  
2 reasonable, plausible pro-competitive explanation for conduct  
3 that is being challenged as anti-competitive, then you've got  
4 to look to see whether there's market power, because if there  
5 isn't very much, that tells you that it's got to be a  
6 pro-competitive explanation.

7 Q You are aware that Professor Ordoover was retained as an  
8 expert by American Express in this case?

9 A Yes, I am.

10 Q And was listed as a trial witness?

11 A I didn't know he was listed as a trial witness. I know  
12 that he was retained and submitted reports.

13 Q You know that Professor Ordoover is a commercial  
14 economist?

15 A Yes, I've known Janusz for decades, as well, and have  
16 great admiration and respect for him, too.

17 Q Are you aware that he came to an opinion about the  
18 competitive effects of the anti-steering rules in this case  
19 without defining relevant product market?

20 A I believe that's right, for the same reasons, I would  
21 say, as Dr. Gilbert, which was discussed.

22 Q Let me ask you about another topic. You did not use the  
23 hypothetical monopolist test to evaluate possible product  
24 markets in this case; is that right?

25 A Yes, that's correct, as we covered in my direct.

1 Q And the Hypothetical Monopolist test is a well-accepted  
2 tool for an industrial organization economist, is it not?

3 A Absolutely. At the same time, its limitations are well  
4 recognized. It's certainly well accepted.

5 Q You have used it previously; isn't that right?

6 A I have, yes. Yes, I covered that in my direct.

7 Q And in fact, you described to us, I think in the Intel  
8 case, where you provided testimony for the plaintiff, as I  
9 recall, that you used the language of the Hypothetical  
10 Monopolist test. Do you recall you described it that way?

11 A I was saying that's a way to put it, that my observation  
12 in Intel, the Intel AMD case, was that there was no reasonable  
13 interchangeability. And so, yes, I used -- you could say I  
14 performed a Hypothetical Monopolist test, and it amounts to  
15 the same thing.

16 Q When you said you used the language of the Hypothetical  
17 Monopolist test, did you mean to say that you didn't really do  
18 it, you just used the language? What did you mean by that?

19 A No. I wasn't trying to draw that distinction. I'm sorry  
20 if that was confusing.

21 What I was saying is that when you're using the  
22 Hypothetical Monopolist test in a context where your position  
23 is that there's no reasonable interchangeability between the  
24 products in question, then the Hypothetical Monopolist test,  
25 the SSNIP test, is really just a restatement in different

1 language of what you have already said in plain English. In  
2 that sense, it doesn't add anything substantive. What it does  
3 is connect what you have said in plain English to some  
4 principles that have been used to guide decisions about these  
5 kinds of issues.

6 Q And in fact, other than possibly the Virgin Airways case,  
7 did you tell us at your deposition that you couldn't think of  
8 a case in which you had offered an expert report on market  
9 definition without doing some form of a Hypothetical  
10 Monopolist test or the SSNIP test?

11 A I don't remember, frankly. But that could well be true.

12 Q All right. So, other than the Virgin Airways case and  
13 this case, you couldn't recall an example when you had done  
14 market definition without using the Hypothetical Monopolist  
15 test?

16 A Well, you know, I'm trying to remember. I consulted at  
17 various times in various merger cases in which I have not  
18 submitted testimony, and -- but have had discussions with the  
19 agency -- agencies, for example, where I did not use  
20 Hypothetical Monopolist tests. So, in those contexts, yes.

21 It's sometime hard to recall these things. But in  
22 any case, there's certainly other contexts in which I have  
23 analyzed markets without using Hypothetical Monopolist tests  
24 to talk about the boundaries of the market.

25 Q Just to put the narrower question that I was intending to

ask and that I believe was asked in your deposition: You don't recall an instance when you submitted an expert report offering an opinion about market definition without doing a Hypothetical Monopolist test other than the Virgin Airways case and this case?

A As I sit here, I can't point to another one, but mainly because my memory isn't that great about the details of what I have done in different cases.

Q You spoke earlier on slides and early in your presentation on the difference between spend-centric and what you call lend-centric card processors. I want to ask a question about that. As you understand the term "spend-centric" as used by American Express, it doesn't mean to exclude the many American Express cards that are either revolving credit cards or are charge cards that have a credit facility attached? You don't mean to exclude those?

A No, those aren't excluded. The focus in the American Express business model is not on that particular aspect of the business. But there are revolving facilities and deferred-payment options that are available through many of the American Express products.

Q By the way, the words "spend-centric or lend-centric" don't appear in your report; is that right?

A I don't recall whether they were in my reports. The ideas are in my reports, because I know I talk in my reports

about this principle that American Express cardholders by and large are not revolvers. So, the idea was in there. In fact, you said -- when you asked the question, you used the phrase what I call spend-centric and lend-centric. It's what American Express and people in the industry. So, I have adopted in my testimony those industry terms, because they have been used in the courtroom, and I think they are familiar.

Q Could you turn to slide 15 in your slide presentation. In slide 15, you compared debit shares of Visa credit and debit purchase volume at some T&E merchants; is that right?

A That's correct.

Q So, you include only Visa data on that chart; is that right?

A Yes. I think that's the way I explained it in my direct. These data come from Visa, and I explained that as a result, the overall share of debit for these merchants is lower.

Q Yes, because Visa is the network with the largest debit volume; isn't that right?

A That's correct. I'm not disputing that, and I refer to testimony by one of these merchants, which is the second one from the right, the name I cannot say. There was testimony in which they mentioned the overall share of debit, which was still a substantial share that I cannot say.

Q If you included the American Express and MasterCard and

Discover bars on these charts, these bars would be a lot lower?

A They would certainly be lower. It would certainly be lower by a noticeable amount. I agree with that.

Q Would you turn to your slide 21, please?

This is the first of a series of slides you made based on the same source; isn't that right?

A That's correct.

Q And the source is the 2009 survey of consumer payment choice; is that right?

A Yes.

Q That's in the footnote?

A Yes, known as the Boston Fed Survey.

Q You are aware aren't you, that as of 2008, American Express was maintaining litigation in federal district court alleging that there was a separate relevant product market for credit and charge cards on the one hand, and that debit was not in it?

A I have heard that, yes.

Q You are aware also that Professor Hay provided testimony for American Express in that litigation that continued to 2008?

A Yes. And Professor Hay has since reviewed all of the evidence that has come to light since then, and I believe he submitted a report in this case saying based on the changes in

this market and the new evidence, his view is that now that they are the market, he recognized this is an evolving market. Not only is it evolving, the information that we have is evolving. I think he now shares my opinion.

Q You are aware Professor Hay was retained by American Express in this case and also on the witness list and maybe even mentioned in the opening?

A Yes, I am aware of that.

Q Professor Hay provided an expert report in 2007 and testified at deposition in 2008 that debit and credit didn't belong in the same market; is that right?

A At that point in time, based on the market realities at that point in time and the limited information that was available, Dr. Hay came to that conclusion. And now, based on new market realities and much better data, he has come to a different conclusion.

Q Can you turn to slide 29, please. You refer in this slide to Professor Katz's tailoring claim; is that right?

A I was discussing the slide in the context of Dr. Katz's tailoring theory.

Q All right. That's also sometimes called compartmentalization of spend; is that right?

A That's the term that I preferred. But I thought Dr. Katz prefers tailoring, so I have been jumping back and forth between the two. It doesn't really matter which you and I

<p>6508</p> <p>1 use.</p> <p>2 Q They are equivalent?</p> <p>3 A I think that we have been using them the same way.</p> <p>4 Q You understand compartmentalization to be an idea used</p> <p>5 within American Express to refer to people using different</p> <p>6 payment products for different uses?</p> <p>7 A I know ideas like that have been discussed at various</p> <p>8 times, and certainly some amount of that goes on. So,</p> <p>9 American Express is aware of a certain degree of tailoring. I</p> <p>10 think we're talking about what that degree is, and whether it</p> <p>11 applies to in particular debit and credit.</p> <p>12 Q Are you familiar with the testimony of Mr. Quagliata in</p> <p>13 this case? Did you look at his testimony about</p> <p>14 compartmentalization?</p> <p>15 A I did look at portions of his testimony, but it's not</p> <p>16 clear in my mind. If you are going to refer me to it, it</p> <p>17 would be very helpful for me if I could see which portion of</p> <p>18 it that you are referring to.</p> <p>19 Q Let's see if we can pull it up. July 9, page 754. Do</p> <p>20 you see that in front of you there?</p> <p>21 A Well, I do. Now, the pop-out is stopping me from reading</p> <p>22 the surrounding context.</p> <p>23 Q Let's delete the pop-out.</p> <p>24 A Okay. Could I just have a moment to read the page?</p> <p>25 Q Absolutely?</p>	<p>6510</p> <p>1 pull something else out of their wallet. And Dr. Katz has</p> <p>2 been using the notion of tailoring or compartmentalization in</p> <p>3 a different sense, because he's been suggesting that it is</p> <p>4 somehow related to substitute ability.</p> <p>5 This is actually a different theory. Dr. Katz's</p> <p>6 theory of compartmentalization suggests a substitutability is</p> <p>7 limited. And I think Mr. Quagliata's here is saying, Well,</p> <p>8 while people may do this, it's not clear it has anything to do</p> <p>9 with substitution, because I could pull another card out of my</p> <p>10 wallet.</p> <p>11 Q Are you aware that Mr. Silverman of American Express also</p> <p>12 testified about the compartmentalization?</p> <p>13 A Again, I read a lot of testimony, but I do not remember</p> <p>14 details very well. Much easier to look at it.</p> <p>15 Q Let's see if we can call that up. It's July 28,</p> <p>16 page 3701, line 18. Would you call out, beginning on line 18</p> <p>17 A Could I ask you don't call anything out until after I</p> <p>18 read the page?</p> <p>19 Q The answer goes over to the next page. If you can just</p> <p>20 tell us when you'd like to look at the next page, we'll move</p> <p>21 the display?</p> <p>22 (Pause.)</p> <p>23 A I'm ready for the next page.</p> <p>24 Q Okay?</p> <p>25 (Pause.)</p>
<p>6509</p> <p>1 (Pause.)</p> <p>2 Q You have had a chance to look at I?</p> <p>3 A I have. Thank you.</p> <p>4 Q Pop it out again, so I can read it. It says, that's</p> <p>5 Mr. Quagliata there saying, "You know, many people</p> <p>6 compartmentalize their spend. They use different products for</p> <p>7 different reasons. I use my American Express cards for these</p> <p>8 kinds of purchases. I use my Visa card for these kinds of</p> <p>9 purchases. I use my debit card for these kinds of purchases</p> <p>10 You would agree, wouldn't you, it's not just</p> <p>11 Professor Katz's tailoring claim, tailoring or</p> <p>12 compartmentalization, it's also a concept that is used within</p> <p>13 American Express.</p> <p>14 A I would certainly agree that Professor Katz isn't the</p> <p>15 only one who has talked about tailoring, and certainly, based</p> <p>16 on the evidence that was available at the time of U.S. v.</p> <p>17 Visa, I think there may have been a prevalent view that this</p> <p>18 in fact was the way that most people behaved. The point is</p> <p>19 that the evidence is now available to allow us to determine</p> <p>20 that it is not.</p> <p>21 The other thing that I would say about that is, the</p> <p>22 rest of Mr. Quagliata's testimony here is important, because</p> <p>23 he's saying something that comports with what I was saying in</p> <p>24 my testimony, which is that even people who consistently use</p> <p>25 the same payment method may well be perfectly happy to simply</p>	<p>6511</p> <p>1 A Okay. I have read the context, and I'm ready for your</p> <p>2 question.</p> <p>3 Q You would agree that Mr. Silverman says that</p> <p>4 compartmentalization is where people have their own logic for</p> <p>5 what they put on one card versus the next?</p> <p>6 A That's part of what he says. He says a lot about</p> <p>7 compartmentalization here. And you know, he says that</p> <p>8 compartmentalization is not a stable thing, that people change</p> <p>9 how they compartmentalize all the time.</p> <p>10 Again, you know, the facts that two people use the</p> <p>11 same word doesn't necessarily mean that they mean the same</p> <p>12 thing by it. Dr. Katz's notion of compartmentalization and</p> <p>13 tailoring is intended in the context of his work to indicate a</p> <p>14 low degree of substitution. And Mr. -- I'm sorry -- whose</p> <p>15 testimony is this?</p> <p>16 Q Silverman?</p> <p>17 A Silverman. Thank you.</p> <p>18 Mr. Silverman, as well, seems to be describing a</p> <p>19 form of compartmentalization that doesn't have that</p> <p>20 implication. He is also saying, Yes, there's a certain</p> <p>21 tendency for people to use one card regularly, but it's</p> <p>22 something that's changeable. I think that's his testimony.</p> <p>23 Do you view this compartmentalization as something</p> <p>24 that's fixed, or something that you can change?</p> <p>25 And the answer is, We know it's changeable.</p>

1 Q Would you turn in your binder, volume two, to PX 2545.  
2 MR. CHESLER: I'm sorry, your Honor. I didn't hear  
3 it.  
4 THE COURT: Binder 2, 2545.  
5 MR. CHESLER: Thank you, your Honor.  
6 Q 2543. My mistake. 2543.  
7 THE COURT: 2543. All right.  
8 Q As I have it, that is admitted and does not contain  
9 confidential information.  
10 THE COURT: All right.  
11 Q 2543 is an e-mail from Era Reda to Josh Silverman  
12 attaching a slide deck entitled "Part one,  
13 compartmentalization behavior."  
14 Have you seen this document before, Professor  
15 Bernheim.  
16 A I have seen so many documents in this case, it's hard to  
17 keep track of which ones I have seen. The honest answer is,  
18 I'm not sure.  
19 Q If you look on the first page, the e-mail page, you look  
20 at the bottom e-mail on the page there where it's starts "Hi";  
21 do you see that?  
22 A Oh, yes. I have it now. Yes.  
23 Q The next paragraph begins: "We ran some analysis in 2012  
24 on market voice to try and better understand spend  
25 compartmentalization." Do you see that?

6512  
1 A I do.  
2 Q "And I think some of it helpful as we think through the  
3 Share Of Wallet challenge"; is that right?  
4 A I would assume SOW stands for share of wallet.  
5 Q "And the analysis looks at a combination of spend  
6 categories of industries, e.g., telecoms, clothing, everyday  
7 and payment methods, e.g., American Express, PCC, debit,  
8 other, and for the categories included can start to give us a  
9 better idea of what we are competing against to gain share,  
10 since the actions and priorities we place on certain  
11 categories of spend would likely differ, based on what else in  
12 the wallet we are going up against."  
13 Do you see that.  
14 A I do.  
15 Q Could you turn to the first page of the attachment, the  
16 page ending in 622. Do you recognize Global Marketplace  
17 Insights, on the left-hand side there, as a research entity  
18 within American Express?  
19 A Yes. You are talking about page two of this document?  
20 Q Yes, the title slot.  
21 A Yes. I recognize that.  
22 Q Can we turn to the page ending in 643. The title of this  
23 is "Debit usage habits"; right, and it says "Most often used  
24 for small, everyday purchases." Do I have that right?  
25 A Yes.

6514  
1 Q "When a purchase falls below a personal threshold,  
2 anywhere from \$20 to \$200, when a purchase feels mundane or  
3 everyday, household, personal or survival items like  
4 groceries, when shopping at local vendors" -- and then it  
5 says -- "they are hesitant to use American Express both  
6 because of merchant fee and fear of being denied."  
7 "Recurring or auto debited fixed expenses, car  
8 payments, memberships, insurance premiums." However, there  
9 are contradictions. A nice dress or shirt may go on the  
10 American Express, while socks and underwear would go on debit  
11 even if the total spend is the same."  
12 Did I read that correctly.  
13 A You did. I have a question, if I could, about the  
14 document, because something here confuses me.  
15 So, this is global marketplace insights, and the  
16 word "global" stuck out in my mind. When you started to read  
17 the bullet point that says "When shopping at local vendors,  
18 they are hesitant to use American Express both because of  
19 merchant fee." In the U.S., there are no fees that they are  
20 aware of. That's part of your case. Given that this is  
21 global, is this document talking about the U.S., or is it  
22 talking about elsewhere around the world? It is not clear to  
23 me. Is there a way that we could resolve that? It seems  
24 relevant.  
25 Q Are you aware that many consumers might have been made

6515  
1 aware by their local merchants that the small merchants, who  
2 are the local merchants, might have been made aware by their  
3 merchants that American Express cards are quite expensive for  
4 small local merchants? That's an alternative explanation,  
5 isn't it?  
6 A In principle, it's possible. I thought part of your  
7 allegations were that that isn't going on, because they are  
8 not allowed to do that. So, I'm not saying that proves  
9 anything about whether this is referring to the United States  
10 or not.  
11 What I am saying is, I don't know whether this  
12 document and this evidence and this portion of the evidence is  
13 U.S. specific, and I'm just trying to clarify that. You've  
14 put the document in front of me. It's a long document. I  
15 have not had a chance to review it. I assume you have.  
16 And, therefore, I'm asking you the question: Is  
17 there something before this in the document that would inform  
18 me as to whether this is United States or global?  
19 Q Well, you might just eyeball the logos to the right on  
20 the slide: BJ's, Walgreen's, Dunkin' Donuts, AT&T, United  
21 States Postal Service, Macy's. Those are U.S. companies?  
22 A Those are, yes.  
23 Q Are you aware that Mr. Silverman has a job that is  
24 responsible for U.S. merchants only?  
25 A I don't remember the boundaries of his job. That's why



1 I'm trying to get clarification.

2 Q His testimony is already in the record. Let's not

3 quarrel?

4 You'll recognize what's listed here is a list that

5 American Express described of debit usage habits that people

6 have; is that right.

7 A The document speaks for itself. It's listing -- and it

8 speaks for itself. It's describing what it labels as debit

9 usage habits. There are not any statistics here. It's hard

10 to evaluate how prevalent it's suggesting these habits are.

11 THE COURT: Are you aware of studies that would give

12 us an understanding of the extent to which debit cardholders

13 utilize debit basically in lieu of cash as a convenience, even

14 though -- in order to pay for items that they would otherwise

15 pay for using cash, so they didn't have to carry cash around

16 in places like New York City or other hitherto high-crime

17 areas?

18 In other words, the question I am asking you is, to

19 what extent, instead of paying cash, people use a debit card

20 because they know that the debit card is going to -- use of a

21 debit card results in the automatic deduction from their

22 checking account of whatever the price was that they paid, and

23 they could have used cash, they could have written a check,

24 but it's very convenient to use plastic and not have a lot of

25 cash in your wallet. Are you aware of studies that analyze

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1 that possible phenomenon?

2 THE WITNESS: Analyze?

3 THE COURT: Whether the use of the debit card at

4 these small merchants in the neighborhood or buying groceries

5 is a practice used by debit cardholders, so that they don't

6 have to carry cash in a situation where previously, they would

7 have just pulled out their cash and paid on the spot in cash?

8 THE WITNESS: I suspect that some of that must be

9 true. We did look at the statistics from the Boston Fed

10 survey about security, and there's a lot of slides, so chances

11 are you don't remember the details. But debit was rated high

12 in security compared to GPCC. And the lowest one was cash,

13 that people feel insecure about using cash for exactly this

14 reason. So, getting a higher level of security is certainly

15 one reason why someone would say, I'm not going to carry cash.

16 I'll use my debit card in this. There's a lot of debit usage

17 for lots of reasons.

18 THE COURT: Thank you.

19 BY MR. CONRATH:

20 Q Can you turn to your slide 30.

21 I'm sorry. Do you have it?

22 A I do.

23 Q This is one of the slides that you used in analyzing the

24 question of credit and debit; isn't that right?

25 A That's correct.

1 Q And you looked at some transactions here. You only go up

2 to \$200; is that right, in this slide?

3 A In this slide, that's correct.

4 Q And what this does is, it counts transactions, and it

5 doesn't -- the thing that's depicted is a count of

6 transactions, not the dollars involved; is that right?

7 A It would not make any sense in this figure to do this

8 with the dollars that are involved, because this is a size

9 distribution. The horizontal axis is giving you the dollars

10 that are involved. So, you know, it's -- for each of those

11 dollar amounts, it's telling you how much there was in the way

12 of those transactions, and consequently, the two of those

13 things together are telling you the volume. So, the volume is

14 implicit here. But there's no -- I can't think of a way to do

15 this kind of size distribution not having this represent

16 fractional transactions.

17 Q Are you aware of merchant testimony in this case that the

18 rate of debit usage falls off as ticket size goes up, the size

19 of the transaction that the consumer is engaged in?

20 A Yes, I am aware of that.

21 Q For example, did you learn that Mr. Mitchell of Official

22 Payments testified yesterday that in his particular business,

23 consumers tend to use debit for only things under \$300 on an

24 average much less than over \$300; do you recall that?

25 A Yes. If you flip to the slide in my deck that Dr. Katz

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1 put into the record, where we have the green line and the

2 purple line, what this -- his slide actually goes out quite a

3 bit further. It goes out all the way to over a thousand

4 dollars. And in that slide, you can see that as you get above

5 \$300, debit usage does not stop. It does decline as you go to

6 larger sizes.

7 But the same is true for GPCC. GPCC as a fraction

8 of the total is declining, as well. Again, you see the

9 similarity in the pattern.

10 Now, it's true that the GPCC line doesn't decline

11 quite as much. That is not surprising. I am not claiming

12 that these things are perfect substitutes for each other.

13 There are some differences. Dr. Katz's own figures indicate

14 that, you know, for transactions over \$1,000, debit accounts

15 for five percent of that.

16 Q Could you turn to slide 41 of your presentation.

17 Slide 41 is one of your items discussing what

18 happened before and after the Durbin amendment change in debit

19 rates; is that right?

20 A That's correct.

21 Q So, the yellow line is the one you would like to call

22 attention to; right?

23 A It depends upon the purpose. The yellow line is an

24 unweighted average. It weights all merchants the same. The

25 green light is a weighted average.

1 And, for example, if one is interested in the extent  
 2 of acceptance, a fraction of merchants who are accepting GPCC  
 3 or debit, well, that's something for which you should be  
 4 looking at the yellow line.  
 5 Q That's not what you are looking at here, though?  
 6 A No. But I was discussing this in part in the context of  
 7 talking about the slide that Dr. Katz put up, where he looked  
 8 at merchant acceptance and was saying, I don't see any change  
 9 in merchants acceptance overall. That's not volume weighted.  
 10 So, for that, the yellow line is the appropriate thing to look  
 11 at.  
 12 Q Just to be clear: The yellow line counts the corner deli  
 13 the same as Walmart; is that right?  
 14 A It's absolutely true. So, if you are using acceptance,  
 15 if you are counting acceptance and you are counting each one  
 16 as a merchant who accepts, then that's an appropriate thing to  
 17 do.  
 18 Q And are you aware of the merchant testimony during the  
 19 course of this trial, that their debit card rates actually  
 20 went down as a result of Durbin?  
 21 A I know that's true for many merchants. It's not true for  
 22 most merchants. It's true for many merchants.  
 23 Q By "most merchants," you are not adjusting for volume?  
 24 A When I say "most merchants," I literally mean most  
 25 merchants were not affected in this way.

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1 Q Let's turn to another topic related to PIN and signature  
 2 debit. Do you disagree with Professor Ordovery's view  
 3 expressed in the First Data case, that PIN and signature debit  
 4 should be treated as separate markets, let alone combined with  
 5 credit cards?  
 6 A Yes, I disagree with that.  
 7 Q Are you aware that Professor Ordovery did not offer in his  
 8 expert report an opinion on what the relevant product market  
 9 is in this case?  
 10 A In this case, I think we talked about that, yes.  
 11 Q Let's talk about a couple of examples that go to the  
 12 question of interchangeability of debit and credit. Assume  
 13 with me for a moment that there's a Mr. Smith who has one  
 14 debit card and one credit card. All right?  
 15 A I'm with you.  
 16 Q All right?  
 17 And Mr. Smith is employed and his paycheck is  
 18 deposited directly into his checking account every two weeks  
 19 and his is the only family income.  
 20 Several times over the course of a year, Mr. Smith  
 21 has unexpected or larger than expected expenses, like a car  
 22 repair or something like that, that caused his checking  
 23 account to show a small or zero balance a few days before his  
 24 next paycheck. Would you agree with me at that moment, debit  
 25 and credit cards are not functionally or reasonably

1 interchangeable for Mr. Smith.  
 2 A Well, it depends upon what alternatives he's availing  
 3 himself of. As I said before, you know, if your credit card  
 4 and your debit card and your bank account are at the same  
 5 bank, it is in many cases a very simple matter to access your  
 6 credit line for the purpose of putting money in your bank  
 7 account. In fact, you know, banks have been doing issue --  
 8 issuers have been doing this for years.  
 9 You probably remember receiving checks in the mail  
 10 from bank card issuers, writing a check on your bank card,  
 11 transferring balances and so forth. I always found those to  
 12 be a pain. I shredded them as they came through. But that's  
 13 an early manifestation of that.  
 14 Now, it's even easier to do it. So, if an  
 15 individual has some reason to prefer to use their debit card  
 16 if they might because debit cards offer certain advantages,  
 17 have certain benefits associated with them, it's actually not  
 18 that hard, depending on how they have things to set up to  
 19 simply transfer the money and use the debit card for the  
 20 purchases.  
 21 THE COURT: Are you familiar with interest rates on  
 22 overdraft checking accounts as compared to the rates for  
 23 interest on credit cards generally?  
 24 THE WITNESS: I have not done that comparison. I  
 25 thought overdraft is much more expensive.

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1 THE COURT: That could be. And in that situation,  
 2 Mr. Smith might be drawn to using a credit card as opposed to  
 3 a debit card if he had a near-zero balance in his checking  
 4 account.  
 5 THE WITNESS: He could. The only point that I was  
 6 making -- I agree with that.  
 7 The only point that I was making is, if he has a  
 8 debit card that he values for some reason, because certain  
 9 cards give special advantages, for example, I have a debit  
 10 card that I can turn on and off from my phone, which I think  
 11 it's wonderful, I love to use that debit card, because I think  
 12 there's no security risk, I can transfer funds onto that card  
 13 through my, bank and if I want, I don't revolve, if I wanted  
 14 to, I can transfer from one of my credit card accounts.  
 15 Look, I'm not saying by any means that everybody  
 16 does this. I don't want to be interpreted as suggesting that  
 17 there are circumstances in which people are unwilling to  
 18 substitute between the two. It's not true. There are such  
 19 circumstances, and Mr. Conrath is correctly trying to describe  
 20 a circumstance in which it would be true. I agree that there  
 21 are such circumstances.  
 22 THE COURT: All right.  
 23 BY MR. CONRATH:  
 24 Q Would you turn, while we're on this topic, Professor  
 25 Bernheim, to PX 2474. PX 2474 is a Consumer Financial

1 Protection Bureau study of overdraft programs, dated  
2 June 2013.  
3 MR. CONRATH: I offer PX 2474, your Honor.  
4 MR. CHESLER: Your Honor, this appears to be from a  
5 third party. It's hearsay.  
6 MR. CONRATH: I believe we have previously --  
7 THE COURT: Who is the Consumer Financial Protection  
8 Bureau?  
9 MR. CONRATH: It is an agency of the Department of  
10 -- within the Department of Treasury, your Honor.  
11 MR. CHESLER: I believe, your Honor, that, at least  
12 as I recall the precedence, the government is not considered  
13 one monolithic whole for purposes of admissions. This is a  
14 third-party document in this case.  
15 MR. CONRATH: I believe, your Honor, we have had  
16 admitted without objection documents from -- submitted by the  
17 defendants from the GAO report on the credit card industry to  
18 which we did not object. We have had the document from the  
19 Australian Reserve Bank discussing the credit card industry.  
20 I think this is the normal way to receive information about  
21 this type of issue.  
22 MR. CHESLER: Your Honor, we've also not objected to  
23 documents that the government has offered. I think, as your  
24 Honor said early on in the trial, the issue is not  
25 consistency, the issue is whether any particular document is

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1 or is not the subject of an objection and whether the  
2 objection is well taken or not. This is a third-party  
3 document. We object to it on hearsay grounds. We have not  
4 objected to some other hearsay. The government has not  
5 objected to some hearsay.  
6 THE COURT: I'll reserve on it.  
7 You can ask your questions.  
8 BY MR. CONRATH:  
9 Q Would you turn to page 55, please, of PX 2474. Looking  
10 at the second full paragraph there, do you see that it  
11 says "Most institutions assess a fee in at least some  
12 circumstances when funds from a linked account are  
13 automatically transferred for overdraft protection."  
14 Do you see that?  
15 A I see that, yes.  
16 Q And so, in addition to the interest rates that might be  
17 charged, there are often additional fees for overdraft  
18 protection; is that right?  
19 A Absolutely, yes.  
20 Q And the next sentence says, "Twenty-eight of the largest  
21 thirty-three institutions monitored by the research firm in  
22 2012 charged a transfer fee, with these fees ranging from  
23 three dollars to \$20 per transfer. The median fee among this  
24 population was \$10." Is that consistent with how you  
25 understand how overdraft protection works? '

1 A It is consistent with it, yes. There are high fees for  
2 overdrafts, and that would be relevant in some circumstances,  
3 as we discussed. I think one of the important questions is  
4 how relevant is that to the American Express card member  
5 population who we know generally do not resolve and generally  
6 have higher incomes and higher assets.  
7 Q Let's walk through another hypothetical example. Put  
8 Mr. Smith aside and let's talk about Ms. Jones.  
9 Shows Ms. Jones owns a small consulting firm. Her  
10 business requires her to travel frequently through the United  
11 States to visit her clients. Sometimes she'll intend to  
12 combine visits with several clients on the same trip, and  
13 spends thousands of dollars on airfare and hotels.  
14 The fees she earns from her consulting work come in  
15 on an irregular basis, however, depending on her agreement  
16 with each client. Would you agree that credit and debit are  
17 not functionally interchangeable for Ms. Jones.  
18 A I don't know enough about how Ms. Jones runs her  
19 business, to answer that question. If Ms. Jones is running a  
20 small business, then -- and doing this for small business  
21 purposes, personally I would advise her that credit cards are  
22 not the way to borrow. She ought to look into getting a line  
23 of credit as a small business so that she can use it for these  
24 purposes. Then, asked what kind of card she might want to use  
25 for these purposes, she can go into a lot of different

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1 directions. You know, for example, I'm aware that MasterCard  
2 has come out with their I think they call it their world debit  
3 card, which is a debit card that is targeted at T&E with all  
4 sorts of the usual kind of T&E benefits, golf course  
5 privileges and hotel check-in and the whole thing.  
6 So, if that's what she's using it for, I think  
7 getting a credit line makes a lot of sense, and then depending  
8 upon how she likes to manage her cash flow, which can be  
9 different from person to person, maybe using a credit card  
10 makes sense to her or maybe an alternative does.  
11 Q One more. Let's talk about Mr. Johnson, who works for a  
12 large company. He's required to travel frequently on  
13 business, and if his company requires him to use its corporate  
14 credit card when incurring business travel-related expense,  
15 then debit is not a substitute for Mr. Johnson for those  
16 expenses, would you agree?  
17 A I'm sorry, because this mandation -- you are  
18 using "required" now instead of mandated. "Mandated" is a  
19 vague term. I don't know whether the word "required" has the  
20 same vagueness -- when you say "required," do you mean that he  
21 doesn't get reimbursed if he uses some other payment method?  
22 Q Let's say one of the examples you described yesterday is  
23 required to use where the card is accepted. That's the most  
24 common form of mandation, isn't it, you would agree?  
25 A I know those survey results are in my report, and I don't

1 remember well enough to say whether it's the most common one.  
 2 I'll certainly agree with you that's quite common.  
 3 Q "Certainly" is sufficient for this purpose?  
 4 So, if Mr. Johnson's company requires him to use his  
 5 corporate credit card where the card is accepted when he's  
 6 incurring business-related travel expenses, you'll agree that  
 7 debit is not a substitute for Mr. Johnson for those expenses;  
 8 isn't that right?  
 9 A Well, it's not a substitute for him at that particular  
 10 point in time. There's the alternative, that the corporation  
 11 can decide between different types of corporate cards. But I  
 12 don't know if the corporate debit card, I'm not sure that you  
 13 get substitution to debit there. I don't know one way or  
 14 another. Certainly, when he's using the card, if he is  
 15 required by the rules, then yes, that's one of the cases in  
 16 which he cannot substitute.  
 17 Q If the company policy -- changing the mandation  
 18 requirement a little bit -- if the company policy allows  
 19 Mr. Johnson to use his personal debit card for business travel  
 20 and later come back and seek reimbursement from the company,  
 21 that's still not functionally interchangeable for him, the  
 22 company credit card and his personal debit card followed by  
 23 seeking reimbursement later, those are not functionally  
 24 interchangeable?  
 25 A Actually, it depends what the benefits are on the cards.

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1 I found people who have used their cards when they could and  
 2 then submitted reimbursements in order to get frequent flier  
 3 miles and things like that.  
 4 If you pay directly with your own payment method,  
 5 you know there are sometimes benefits to doing that. So, it  
 6 would depend upon further details. If those kinds of benefits  
 7 weren't present, there's no benefit to him from doing it, and  
 8 only the inconvenience of the submitting for reimbursement,  
 9 and if that's the hypothetical you intended, then I would  
 10 agree with you, he's not going to do that.  
 11 Q Just picking up on what you said there, you say in order  
 12 to figure out whether something really is reasonably  
 13 interchangeable, you have to consider the cost, the cost to  
 14 Mr. Johnson in that circumstance, or the benefit. It could be  
 15 a negative cost if he's expecting to earn rewards; right?  
 16 A Yes. You have to think about those kinds of issues.  
 17 Q So, reasonable interchangeability has to encompass some  
 18 analysis of the relative price of the two things involved; is  
 19 that right?  
 20 A I actually wouldn't put it that way, because the relative  
 21 price may be different, but there may be other compensating  
 22 factors. So, the relevant consideration, I think, is what I  
 23 looked at. It's specific.  
 24 If I want to know whether interchangeability is  
 25 reasonably interchangeable in the sense that the term is used,

1 you want to look at whether there's evidence of -- whether  
 2 there's evidence of people are willing to go back and forth.  
 3 Sometimes people are willing to go back and forth even in the  
 4 face of price differences. These price differences are  
 5 compensating for quality differences.  
 6 Q Would you agree that one of the principal reasons why the  
 7 Hypothetical Monopolist Test was adopted was to focus analysis  
 8 of market definition on what happens in reaction to small  
 9 relative price changes?  
 10 A I was not there when they formulated it. I would agree  
 11 that that appears to be -- you were there?  
 12 Q I was there. I was not involved.  
 13 A But I would agree that that's how people interpret it,  
 14 that the component of this is to evaluate how there would be  
 15 responses to small and persistent price changes. That's the  
 16 SSNIP.  
 17 THE COURT: There are other circumstances having to  
 18 do with business travel where there isn't a corporate card  
 19 involved, there isn't a requirement on the part of the company  
 20 that you use a particular card.  
 21 But where an employee may book an airline trip for a  
 22 trip in three weeks, the ticket is \$750, the employee has \$500  
 23 in his checking account, he doesn't want to borrow money  
 24 through his bank by using a debit card, but if he uses a  
 25 credit card or the charge card, like the American Express

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1 card, he's basically buying the ticket on the charge or credit  
 2 card with the intention that when he completes his travel and  
 3 puts in his voucher, by the time all of that takes place,  
 4 he'll have his reimbursement and there won't be an interest  
 5 charge to him, and he will have used the card in a way that is  
 6 most financially advantageous. It didn't involve cash, it  
 7 didn't involve a credit card. It was a debit card, because  
 8 that was the form of payment that was most beneficial and  
 9 least injurious to him. So, I would imagine there are many  
 10 small businesses where people think this way who are living on  
 11 a budget. So, in that situation, the debit card is not a  
 12 viable alternative in making the purchase, wouldn't you say  
 13 that?

(Continued on next page.)

1 THE WITNESS: So, again, I'm agreeing that there are  
2 circumstances in which people may not want to access credit in  
3 other ways, and I think the advantage that you are pointing to  
4 is, the not having to pay the interest is called the float.

5 And, as I said --

6 THE COURT: Right. You are taking advantage of the  
7 float on the charge card, if you don't -- or the credit card  
8 if you don't revolve.

9 THE WITNESS: Right.

10 THE COURT: Right.

11 As we were saying, certain people use credit cards  
12 but they don't revolve, they pay in full, upon receiving the  
13 monthly bill.

14 THE WITNESS: Yes.

15 THE COURT: So, in that sense, the debit card is a  
16 different-- is qualitatively, is different qualitative virtues  
17 than a charge or credit card.

18 THE WITNESS: Well, there are definitely some  
19 differences, and I think we are all aware of that.

20 The claim is not that the two things are identical  
21 and when defining markets, that is never the standard.  
22 Because there are lots of markets that encompass pretty broad  
23 groups of differentiated products to define a market for  
24 automobiles. I doubt it would be all automobiles. But it  
25 will be a pretty wide range of automobiles.

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1 And, you may well, you know, say, well, this kind of  
2 person would never be willing to purchase a Toyota rather than  
3 a Buick because certain people only buy American for example.

4 That doesn't mean that these are in separate  
5 markets. Unless that is really prevalent. If that is the  
6 dominant point of view then it may.

7 So, you know, we can talk about all of the specific  
8 circumstances in which people may feel differently about these  
9 things, and there are-- there are differences between them.  
10 So it is possible to point to such examples.

11 But ultimately the question becomes, what does that  
12 mean for competitors. What we are satisfying in the industry  
13 is positioning of GPCC cards to compete with debit, despite  
14 these differences and strategies being adopted to do that and  
15 debit cards being positioned to compete with GPCC.

16 I was talking about the MasterCard World Debit Card.  
17 If you look at it, it looks like the American Express pitch.  
18 It is a tiny product, but it is a debit card.

19 So, there are certainly pockets. No dispute. There  
20 are these pockets and there are these applications where the  
21 two are not, are not as highly substitutable and some  
22 circumstances in which people would not consider substituting  
23 them.

24 But, given that this is a market with differentiated  
25 products, one expects to see them.

1 THE COURT: What about, talked about the Durbin  
2 Amendment, extensively during this trial.

3 THE WITNESS: Yes.

4 THE COURT: And, it was, I think there was testimony  
5 that the Durbin Amendment started out as being much broader,  
6 piece of legislation and then it focused on debit.

7 So, to the extent that Congress could have made  
8 changes in finance laws, which involved both credit and debit,  
9 it drew a distinction for purposes of legislative purposes, of  
10 debit and credit, and only dealt with debit.

11 Am I being told that, by Congress, that debit and  
12 credit are not synonymous for purposes of determining the  
13 relevant market?

14 THE WITNESS: Your Honor--

15 THE COURT: Am I-- am I receiving a message from  
16 Capitol Hill, about what the relevant market is, under federal  
17 legislation?

18 THE WITNESS: Your Honor, I would-- was not involved  
19 in the legislation and I can't speak to the legislative  
20 intent.

21 But, it seems to me that Durbin is not about  
22 antitrust policy, and that that is not what they had in mind.  
23 I can't speak to exactly what they did have in mind. I think  
24 that there are some problems with Durbin that many economists  
25 have pointed to, and you know, it is things happen in

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1 Washington for very complex reasons and complex ways.

2 So, it-- it is difficult to draw an inference from  
3 that, at least for me.

4 THE COURT: Well, the Court draw inferences from  
5 legislation every minute.

6 THE WITNESS: That is your prerogative.

7 THE COURT: No, but I am saying that those  
8 distinctions have been drawn legislatively or at least  
9 implicitly in the legislative process and history. I was just  
10 wondering if you had a view on it.

11 Go ahead, next question.

12 Q Sure.

13 Just picking up on one bit of an example that you  
14 used there Professor Bernheim, you gave the example of Toyota  
15 competing with Buick. You said there maybe some people who  
16 would only buy a Buick perhaps because they only buy an  
17 American car. You nonetheless might put them in the same  
18 market.

19 The reason is, that you are anticipating that there  
20 are some other consumers who would buy either the Toyota or  
21 the Buick and the presence of those customers, shifting is  
22 what makes you think that they might likely be in the same  
23 market; is that right? Those marginal customers in the  
24 middle?

25 A I think that is generally fair.

1 Q And you would say that automobiles is a one sided market?

2 A I think it is generally described as a one sided market,

3 yes.

4 Q Let's change topics. I would like to ask you about price

5 discrimination for a moment.

6 You would agree that if a firm can engage in price

7 discrimination it can earn higher margins, selling the same

8 product or service to different groups of customers; is that

9 right?

10 A I think that you are giving me the-- well, the definition

11 of price discrimination is--

12 Q I was trying to.

13 A Okay. Is to charge different-- different margins,

14 different mark ups to different customers.

15 Q Would you agree that a firm's ability to engage in price

16 discrimination, is relevant to the exercise of market

17 definition?

18 A It is potentially relevant. It is one of the

19 considerations that are discussed in the merger guidelines,

20 yes.

21 Q When defining markets, would you agree that if a

22 hypothetical monopolist can identify a group of customers and

23 profitably impose small, but significant and non transitory

24 increase in price or SSNIP, on customers within the group,

25 then selling the product at issue to that group of customers,

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1 by virtue of the price discrimination, can, can, qualify as a

2 relevant antitrust market product?

3 A Provided you are in a setting where it makes sense to

4 ascribe particular costs, to particular products, then I would

5 say, yes, I would agree with that.

6 You can say these costs belong to this product,

7 these costs belong to this product. If you are in such a

8 setting, then I think I would agree with the rest of your

9 sentence that that is a basis for defining separate antitrust

10 markets.

11 Q And, the reason it would be appropriate to define

12 separate antitrust markets is because the hypothetical

13 monopolist could exercise market power over that group of

14 customers; is that right?

15 A Well, in the sense the hypothetical monopolist could

16 raise the-- could raise the price charged to that group of

17 customers, relative to the costs, the well defined costs of

18 serving that group of customers, yes.

19 Q You agree that American Express can identify merchants

20 who are in the travel and entertainment categories, don't you?

21 A I don't think they have great difficulty doing that.

22 Q And a merchant that is in the travel and entertainment

23 category, like an airline, can't outsource its credit card

24 acceptance functions to someone like a supermarket to take

25 advantage of the lower supermarket rate, correct?

1 A That is an interesting idea. I wonder whether it has

2 been tried. But as far as I know, no.

3 Q And that-- what that-- the economist would say there is

4 no arbitrage possibility in this surface business; is that

5 right?

6 A Yes, as far as I know, there isn't an arbitrage

7 opportunity.

8 Q You agree that it is common antitrust to define relevant

9 markets which could not profitably be served by a single firm?

10 A That sometimes occurs, yes.

11 (Transcript continues on next page.)

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1 BY MR. CONRATH:

2 Q For example, in an airline, it's common to define

3 relevant markets as a city pair for service, even though

4 there's basically no city pair where that could sustain an

5 airline in the modern airline industry?

6 A That's sometimes done. Encountering some serious

7 conceptual issues, it's sometimes done.

8 Q You agree that firms have operated in multiple relevant

9 markets?

10 A Yes, they can.

11 Q Could you turn to your slide 49, please?

12 Do you have that?

13 A I do, yes.

14 Q So, the first step in your market power analysis was to

15 identify a competitive baseline; is that correct?

16 A Correct.

17 Q And your competitive baseline was the -- concluding that

18 American Express did not have any market power in the 1990's

19 and early 2000's; is that right?

20 A For this purpose, that's correct. For some other

21 purposes that I address under the third sub bullet point here,

22 I also used Discover as a benchmark, the benchmark that's

23 identified in the first of those sub bullet points, Amex in

24 the 1990's and early 2000's.

25 Q Other than the analysis you did under the third bullet on

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1 slide 49, the rest of your analysis about market power starts  
 2 with the assumption that American Express clearly lacked  
 3 antitrust market power in the 1990's and early 2000's?  
 4 A I think it's more than an assumption. That's what we  
 5 discussed in my direct testimony. But it begins with that  
 6 premise.  
 7 Q So, your evidence concern that you discussed in your  
 8 direct testimony for the conclusion that American Express did  
 9 not have any market power in the early 1990's or in the 1990's  
 10 or early 2000's is what is set forth in slides 52 and 53?  
 11 A This is what I discussed in my direct testimony, I  
 12 believe.  
 13 Q I might mean 51 and 53.  
 14 A I think you have to start back at 50.  
 15 Q Neither of the material you cite on slide 51 or 52  
 16 actually expresses an opinion about whether American Express  
 17 had market power, does it?  
 18 A I believe that's correct.  
 19 Q I'm sorry. I didn't mean to interrupt.  
 20 A And I don't think I represented it that way. I believe  
 21 that this talks about -- I have to remind myself what was on  
 22 each one of these. Yes. Right. So, this talks about Amex's  
 23 limited ability to compete and the desirability of American  
 24 Express becoming a stronger competitor than it was. Usually,  
 25 things that we don't say about firms with a lot of market

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1 power.  
 2 Q You agree -- I think you in fact noted in your direct  
 3 testimony that it's not out of the realm of possibility that a  
 4 firm can be a victim of an anti-competitive practice in one  
 5 part of its business, even though it has market power in  
 6 another part of its business; isn't that right?  
 7 A I am confused by -- I don't remember my testimony  
 8 distinguishing between two parts of business, so.  
 9 Q Maybe I was not repeating it exactly, but I think you  
 10 made a point of saying that it is -- well, you thought it was  
 11 unlikely, you didn't mean to say it was impossible, that a  
 12 firm could be the subject of an anti-competitive restriction  
 13 at the same time as itself having some market power?  
 14 A Yes. I said explicitly that that is, at least in  
 15 principle, a possibility.  
 16 Q So, the fact that American Express along with Discover  
 17 were the targets of Visa and MasterCard's anti-competitive  
 18 activities that were adjudged in U.S. v. Visa doesn't by  
 19 itself mean that American Express didn't have some market  
 20 power at that point?  
 21 A Well, the fact that a company is targeted I think by  
 22 itself doesn't imply that. The question is, what was the  
 23 impact of the target, of the targeting. And the record, which  
 24 I referred to, discusses the impact of that targeting.  
 25 As I said, the reading of the record from that time

1 portrays a beleaguered company that was basically on the  
 2 ropes, caught between I don't know what you call it, the two  
 3 jaws.  
 4 Q Double choke-hold, I believe is the phrase you're looking  
 5 for.  
 6 A Thank you. I appreciate that.  
 7 And he was referring to the effect of the We Prefer  
 8 campaign and the exclusionary rules. And I think that it's  
 9 not merely the presence of that. It's the statements that are  
 10 in the record from that time about the effect that had on  
 11 American Express's ability to compete.  
 12 Q In focusing on that, the examples you presented in your  
 13 direct testimony here in slide 52 are quotations from the  
 14 trial testimony of Professor Katz; is that right?  
 15 A Slide 52 is Professor Katz, yes.  
 16 Q Was it your understanding that Professor Katz testified  
 17 in U.S. v. Visa that American Express did not have market  
 18 power?  
 19 A No. As far as I know, he didn't testify to that.  
 20 Q Could you turn to DX 0743. That would be in your second  
 21 binder.  
 22  
 23 A I'm sorry. Can you give me the number again?  
 24 Q 0743?  
 25 Sorry. It's a little extra, as they say in

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1 Louisiana, something a little extra. May I approach?  
 2 THE COURT: You may.  
 3 MR. CONRATH: DX 0743 is a copy of the trial  
 4 testimony on July 12, 2000 in the United States vs. Visa and  
 5 MasterCard. I move the admission of DX 0743.  
 6 MR. CHESLER: Your Honor, I have no problem with  
 7 counsel asking the witness to look at any testimony and asking  
 8 him whatever he wants to ask him about.  
 9 MR. CONRATH: I withdraw that. You are right. I'm  
 10 just going to ask him about it.  
 11 THE COURT: All right. It's been withdrawn.  
 12 You withdrew the application?  
 13 MR. CONRATH: I withdrew the application.  
 14 Go ahead.  
 15 Q Professor Bernheim, would you please turn to page 3804 in  
 16 DX 0743. I would like to direct your attention to line six of  
 17 page 3804 of DX 0743.  
 18 A Yes.  
 19 Q This, you see, is the testimony of Professor Katz?  
 20 A Yes. I see that.  
 21 Q The question beginning line 6 reads: "If the corporate  
 22 card in fact constitutes a separate market, it is a market  
 23 American Express is able to exercise market power?  
 24 "ANSWER: I haven't fully analyzed it as a separate  
 25 market, but it would be my opinion that American Express would

<div data-bbox="669 58 717 79" data-label="Text"> <p>6544</p> </div> <div data-bbox="766 69 857 100" data-label="Text"> <p>37131</p> </div> <div data-bbox="1432 58 1481 79" data-label="Text"> <p>6546</p> </div> <div data-bbox="56 94 803 1029" data-label="Text"> <p>1 have market power."</p> <p>2 Do you see that.</p> <p>3 A I do see that. And I haven't read the rest of the</p> <p>4 testimony. An important question here would be whether</p> <p>5 Dr. Katz at this point, at least in interpreting the</p> <p>6 testimony, would be, is Dr. Katz at this point talking about</p> <p>7 technical market power or antitrust market power? I can't</p> <p>8 tell just from looking at that.</p> <p>9 With respect to the corporate market here, we're</p> <p>10 talking about corporate cards. I would note that Dr. Katz</p> <p>11 said here that he hasn't fully analyzed, and I believe Judge</p> <p>12 Jones ultimately ruled that American Express did not have</p> <p>13 market power in the corporate market. It's actually hard to</p> <p>14 understand how it could have market power in GCMG generally,</p> <p>15 given the reasoning. The reason that American Express did not</p> <p>16 have power in the corporate cards was because of ease of entry</p> <p>17 between the two. That would only mitigate against market</p> <p>18 power in corporate cards if American Express did not have</p> <p>19 market power more generally.</p> <p>20 Q You are aware, aren't you, that in the years since U.S.</p> <p>21 vs. Visa, actually what has happened is that American</p> <p>22 Express's high share of the corporate cards has actually been</p> <p>23 maintained despite the fact of entry apparently being</p> <p>24 possible?</p> <p>25 A I think we have also seen the reason for that in my</p> </div>	<div data-bbox="820 94 1567 1029" data-label="Text"> <p>1 that they have concluded that they got higher profits by</p> <p>2 taking it.</p> <p>3 MR. CONRATH: Your Honor, I am about to start a</p> <p>4 topic that's going to take some time.</p> <p>5 THE COURT: All right. We can break now. We'll</p> <p>6 resume at 2:00 o'clock. I'll take my status conference and</p> <p>7 you get an extra few minutes for lunch.</p> <p>8 MR. CONRATH: Thank you, your Honor.</p> <p>9 THE COURT: Thank you, everybody.</p> <p>10 (Lunch recess)</p> <p>11</p> <p>12</p> <p>13</p> <p>14</p> <p>15</p> <p>16</p> <p>17</p> <p>18</p> <p>19</p> <p>20</p> <p>21</p> <p>22</p> <p>23</p> <p>24</p> <p>25</p> </div>
<div data-bbox="669 1050 717 1071" data-label="Text"> <p>6545</p> </div> <div data-bbox="56 1081 803 2016" data-label="Text"> <p>1 testimony, which is that American Express has been extremely</p> <p>2 aggressive in making concessions in order to maintain those</p> <p>3 accounts, and fails to do so in many cases. That was evident</p> <p>4 from the GE portfolio axis.</p> <p>5 Q You are aware of the testimony in this trial that the GE</p> <p>6 portfolio acquisition was mainly about procurement cards, not</p> <p>7 travel cards?</p> <p>8 A I think I remember something about that, yes.</p> <p>9 Q And American Express's share in corporate cards still is</p> <p>10 between sixty and seventy percent?</p> <p>11 A As far as I recall, that's about right.</p> <p>12 Q As of 2000, the time of the U.S. v. Visa case, American</p> <p>13 Express had a very substantial Travel and Entertainment</p> <p>14 sector. Whatever its share was in everyday spend, it was a</p> <p>15 very important player in the travel and entertainment sphere,</p> <p>16 wouldn't you agree?</p> <p>17 A Yes, if you mean was there a lot of charge volume in T&amp;E.</p> <p>18 Certainly, there was.</p> <p>19 Q An airline in 2000 couldn't have dropped American Express</p> <p>20 and expected to continue making the same amount of money,</p> <p>21 could it?</p> <p>22 A Well, I have not done that analysis, so I don't know. I</p> <p>23 assume that the airline made a profit calculation when they</p> <p>24 decided to take American Express and it is sort of presumptive</p> <p>25 if someone has decided to take something rather than drop it</p> </div>	<div data-bbox="1432 1050 1481 1071" data-label="Text"> <p>6547</p> </div> <div data-bbox="820 1081 1567 2016" data-label="Text"> <p>1</p> <p>2 THE COURT: Please be seated. Let's continue.</p> <p>3 MR. CONRATH: All right. Thank you, Your Honor, I</p> <p>4 have one follow up matter from the morning, I would like to</p> <p>5 move the admission of PX 1589 A, which was a little excerpt</p> <p>6 from Professor Katz's report that I had used earlier this</p> <p>7 morning.</p> <p>8 Just so the record will be clear what we are talking</p> <p>9 about it in that section. I'm not offering it for the truth</p> <p>10 of the material inserted, but for what Professor Katz said.</p> <p>11 MR. CHESLER: No objection on that basis, Your</p> <p>12 Honor.</p> <p>13 THE COURT: All right. PX 1589 A is received in</p> <p>14 evidence.</p> <p>15 (So marked.)</p> <p>16 MR. CONRATH: Thank you, Your Honor.</p> <p>17 BY MR. CONRATH:</p> <p>18 Q Professor Bernheim, you in a number of places in your</p> <p>19 presentation, you presented charts of Amex prices that are--</p> <p>20 show the price declining over time; is that right?</p> <p>21 A Yes, I did.</p> <p>22 Q You agree as a general rule that the fact that a firm's</p> <p>23 average price is declining, does not necessarily mean that it</p> <p>24 doesn't have market power?</p> <p>25 A It does not necessarily imply that, you have to evaluate</p> </div>

1 that in context and that is why I provided the context.  
2 Q And in fact, in Intel, you concluded that Intel had  
3 market power, in the period when its price was steadily  
4 declining; isn't that right?  
5 A That's correct, that was a different context and  
6 different fact pattern.  
7 Q If-- let's look at slide 59 if you would. Do you have  
8 that? That is Amex merchant discount rate declining in your--  
9 it is the average discount rate, right?  
10 A Yes.  
11 Q And, you agree that if-- that average is weighted by  
12 transaction volume; is that right?  
13 A Yes.  
14 Q And, you agree that if there is a change in mix, that is  
15 more, more merchants with say everyday spend lower rates, as a  
16 proportion of the total, that can bring the average down even  
17 if no actual individual price goes down?  
18 A Yes, I'm aware of that. I agree, and that is why I did  
19 make some adjustments as well as looking at what happened to  
20 the merchant rates actually charged individual firms.  
21 Q And you presented several slides showing decline in Amex  
22 price, only one involving a mix adjustment, isn't that right?  
23 A I actually, I have to disagree.  
24 Q Okay.  
25 A Slide 61 has a mix adjustment. Slide 62, is also a mix

6548  
1 adjustment because this is looking at what happened to the  
2 individual firms and so consequently, cannot be affected by  
3 mix.  
4 Q Could you turn to PX 0254, in the volume one.  
5 A I'm sorry, volume one?  
6 Q Volume one.  
7 A Mr. Conrath, I apologize, I have the right volume in  
8 front of me, can you give me the number again.  
9 Q Sure, on 2 PX, 0254.  
10 PX 0254 is a document that is an E-mail from Robert  
11 Thomson to Steve McCurdy, dated October 23rd, 2006, with  
12 attached presentation entitled an American Express  
13 Presentation to the Federal Reserve Board.  
14 I move PX 0254 into evidence, if it is not already  
15 in evidence.  
16 MR. CHESLER: Apparently it is in evidence.  
17 MR. CONRATH: I hear the same from my colleagues.  
18 THE COURT: All right.  
19 Q Would you turn to the page ending in 647, please.  
20 Look at the speaker's notes on the page ending in  
21 647. This you see is a presentation Amex made to the Federal  
22 Reserve Board. Look at the second page. The second page.  
23 A That is what it says, yes.  
24 Q Back to the page ending in 647, it says, as you see here  
25 Amex's discount rate has been slowly declining. This is an

6550  
1 intentional move on our part as we have expanded in everyday  
2 spend industries where our value is not as proven, we  
3 therefore charge a lower rate. This shift from predominantly  
4 T&E to a more balance industry mix has decreased our overall  
5 rate.  
6 That is what Amex told the Federal Reserve Board in  
7 2005; is that right?  
8 A That's correct. That is consistent with what I told the  
9 Court. The mix, changing mix accounts for some declines,  
10 after controlling for mix, there is still a decline. Even if  
11 you look at non T&E there is a decline. If you look at T&E  
12 subject to the adjustments that I think are appropriate, there  
13 is a decline.  
14 Q Would you look at PX 4, 0004, please. PX 0004 is a  
15 document dated October 11, 2007, and titled American Express  
16 Presentation to the Government Accountability Office.  
17 Your Honor, I move the admission of PX 0004.  
18 MR. CHESLER: No objection, Your Honor.  
19 THE COURT: All right. PX 0004 is received in  
20 evidence.  
21 (So marked.)  
22 MR. CONRATH: One moment, Your Honor, I seem to have  
23 written down the wrong page number.  
24 Can you turn to the page ending in 055, please.  
25 A Yes.

6551  
1 Q We see here another chart showing Amex's average price  
2 declining, right?  
3 You see here that in 2007, American Express told the  
4 GAO, approximately the same thing they said a couple of years  
5 earlier to the Fed.  
6 Let me read from the first two bullet points.  
7 As you see here, Amex's discount rate has been  
8 slowly declining. This is an intentional move on our part, as  
9 we have expanded into everyday spend industries where our  
10 value is not as proven. We therefore charge a lower rate.  
11 The shift from predominantly T&E to a more balanced industry  
12 mix has decreased our overall rate.  
13 Did I read that right?  
14 A You read that correctly. I think that-- again, this is  
15 remarking on the same thing.  
16 Amex at that point in time was aggressively lowering  
17 rates, mix aside, in order to expand into non T&E, and to  
18 everyday spend, which was a competitive move, which is how  
19 they are characterizing it here. And indeed, it is striking  
20 in this diagram that Amex' merchant rates are declining at the  
21 same time that users are increasing.  
22 Even Dr. Katz does not calculate increases in Amex'  
23 overall net merchant discount rate.  
24 So, the reduction in rates compared to the major  
25 competitors again, is an indication of increasing

1 aggressiveness in competition.  
2 Q Or is it an indication of a fact that in this industry  
3 there is no way for pressure to bring prices down to work --  
4 no way for pressure to bring prices down to function, because  
5 the non discrimination provisions block that, don't they?  
6 A Mr. Conrath, I have explained at some length in my  
7 testimony that I disagree with you about that. And that,  
8 theory that you just expressed in that extreme form is on its  
9 face, false. Because if the statement that you just made was  
10 right, the networks could increase the merchant fees without  
11 bound, and clearly they don't do that.  
12 There are competitive checks on the merchant fees  
13 that your theories simply do not recognize and acknowledge.  
14 Q Even a monopolist can't raise his price forever Doctor  
15 Bernheim, isn't that right? You recognize that as an  
16 economist.  
17 There is no one who can increase price without check  
18 which is what you just said?  
19 A No, I was referring to the theory that you just-- the  
20 theory-- your question to me, I believe, said that there was  
21 nothing to stop them from raising prices.  
22 What I was saying is that there is plainly something  
23 to stop them from raising prices. Merchants do substitute  
24 away at some point. And, it is apparently at a much lower  
25 point than your theory of the case suggests it would be.

6553  
1 Q Would you turn please to your Exhibit 61. You referenced  
2 this a moment ago, I think.  
3 Do you have that there?  
4 A I do, yes.  
5 Q So, the gray line is travel and entertainment merchants'  
6 discount rate, right?  
7 A Correct.  
8 Q And it shows a big decline between 2007 and 2009; is that  
9 right?  
10 A That is correct.  
11 Q And, that is substantially a product of you putting into  
12 the discount rate calculation, you do various co-brand  
13 payments, and other payments to co-brand partners in  
14 connection with various agreements that they reached in 2008,  
15 and 2009; isn't that right?  
16 A Yes, that largely reflects co-brand remuneration.  
17 Q I would like you to turn to DX 6563, which is in your  
18 second binder. This is your errata to expert reports, dated  
19 August 30th.  
20 A Would you just give me a moment.  
21 Q Sure.  
22 A When you switch binders on me --  
23 Q Yes, I know.  
24 A I have to swap numbers and then find the number, it takes  
25 a minute.

6554  
1 So, could you give me the number again 6?  
2 Q 6563.  
3 This is confidential, Your Honor. Containing parts  
4 of it are confidential.  
5 A I have it.  
6 Q Would you look at page-- figure 17.  
7 Your Honor, may I approach?  
8 THE COURT: Yes, you may.  
9 (Handing.)  
10 Q I have handed you, Doctor Bernheim, Plaintiff's Exhibit,  
11 which is marked with a DX number, because it is an excerpt  
12 from a DX document, DX 6563 A. I will represent to you, but  
13 you can check if you see that we are just looking at a single  
14 page copy of figure 17 of your report.  
15 Do you see that?  
16 A I do see that, yes.  
17 MR. CONRATH: Your Honor, I offer PX 27-- PX--  
18 sorry, I offer DX 6563 A into evidence. This single page  
19 document.  
20 MR. CHESLER: No objection, Your Honor.  
21 THE COURT: All right. DX 6563 A is received in  
22 evidence.  
23 (So marked.)  
24 Q Professor Bernheim, this chart which was contained in  
25 your expert report, lists Amex's net merchant discount rates

6555  
1 for airline merchants over the period 2003, to 2010; is that  
2 right?  
3 A Yes, it does.  
4 Q Now, let's look at a couple of them. In the row-- we  
5 will not say the numbers here. I am going to refer to them  
6 because they are confidential, all right.  
7 So, would you focus on the line, the row for United  
8 Airlines. Would you agree with me that between 2003 and 2010,  
9 there is a price increase?  
10 A I would not call it a price increase because as  
11 explained, I don't call these prices. There is an increase in  
12 the merchant discount rate.  
13 Q Very well. Let's stick with those terms, absolutely.  
14 And, for Continental Airlines, there is a discount  
15 rate increase between 2003 and 2010?  
16 A Yes, there is.  
17 Q And, for American Airlines, there is an increase in the  
18 discount rate between 2003 and 2010?  
19 A Yes, in some cases there is first a decrease and then an  
20 increase, but, yes.  
21 Q In fact, for all of the domestic airlines, other than  
22 Delta and Jet Blue, the Amex net merchant discount rate  
23 increased from 2003 to 2010; isn't that right?  
24 A If you are comparing those two years, yes.  
25 Q Now, let's focus on Delta. According to your

6556

1 calculations here, in fact, Delta was in 2010, without saying  
 2 the number, was according to your calculations paying a  
 3 negative discount rate; is that right?  
 4 A That is correct.  
 5 Q What that means is, in your-- the way you looked at the  
 6 world, you concluded that basically Amex was paying Delta to  
 7 take American Express?  
 8 A Very similarly to how Amex and other networks pay  
 9 consumers to participate in the network. It is well  
 10 understood that in two-sided markets, the price on either side  
 11 of the market can be negative in certain circumstances. I  
 12 believe that Mr. Chenault actually testified to that  
 13 explicitly as to, I believe it was the Disney account.  
 14 Where he said that the company recognized that it  
 15 was losing money on that account but needed to keep it.  
 16 The important consideration for a network is how  
 17 that account relates to its overall network position.  
 18 Q And the reason why it is negative in calculations that  
 19 you have done, is because you loaded a lot of payments  
 20 involving the co-branded agreement and the other arrangements  
 21 around that, around that same time frame, and put them into  
 22 the discount rate; is that right? That is what turned it  
 23 negative?  
 24 A The co-brand remunerations are being counted as payments  
 25 to the merchants for this purpose, and that includes Delta,

6557

1 that's correct.  
 2 Q Would you turn to DX 5817.  
 3 MR. CHESLER: I'm sorry, Your Honor, the number was?  
 4 MR. CONRATH: 5817.  
 5 MR. CHESLER: D as in David.  
 6 MR. CONRATH: DX, sorry.  
 7 There is no PX starting with 58.  
 8 MR. CHESLER: Okay.  
 9 MR. CONRATH: This is confidential, but we have the  
 10 redacted version on the screen.  
 11 THE COURT: You do.  
 12 Q DX 5817 is an E-mail from Chris Phillips to Wayne Aron,  
 13 and dated July 14th, 2011. The subject AX rate update. This  
 14 is a document that was produced by Delta Airlines in discovery  
 15 in this case.  
 16 I move the admission of DX 5817.  
 17 MR. CHESLER: No objection, Your Honor.  
 18 THE COURT: All right. DX 5817 is received in  
 19 evidence.  
 20 (So marked.)  
 21 Q Now, Doctor Bernheim, we are not going to mention out  
 22 loud these numbers again. But do you see in the middle of the  
 23 page, where it says, AX merchant rate across all card types,  
 24 do you understand that to refer to the American Express  
 25 merchant rate?

6558

1 A The AX refers to American Express, yes.  
 2 Q And do you see the number that is listed there, that is a  
 3 calculation, an internal calculation for Delta. Do you see it  
 4 is not a negative calculation, would you agree?  
 5 A I'm just looking for where it references Delta.  
 6 Can you give me a little bit of background on this  
 7 document. I just want to understand context.  
 8 Q Sure.  
 9 A A lot of names in this case, can you tell me who Chris  
 10 Phillips and Wayne Aron are?  
 11 Q Take a look and start in the lower right. This is a  
 12 Delta document, DL, the "DL" prefix tells us that.  
 13 THE COURT: Excuse me. Would you check that your  
 14 microphone is on.  
 15 There you go.  
 16 THE WITNESS: I'm sorry.  
 17 THE COURT: That's okay.  
 18 THE WITNESS: I must have touched it at some point.  
 19 THE COURT: All right.  
 20 Q So this is an internal Delta document.  
 21 A I see that.  
 22 Q Okay.  
 23 A But I'm sorry, just-- I don't mean to interrupt.  
 24 But, again, do you have an understanding of who  
 25 these people are within the Delta organization? I just want

6559

1 to understand who I'm-- looking at the correspondence of.  
 2 Q It is a simple question. I can't offer you more  
 3 information at this point. So my question is, if you look at  
 4 the three-- the merchant rate, the merchant rate after  
 5 remuneration credits, so that is after making an adjustment  
 6 for some of the figures you considered.  
 7 Both of those are well above what you say is the--  
 8 what you say in your calculations are the merchant rate,  
 9 right?  
 10 A Well, I'm not sure they are trying to measure the same  
 11 thing. This doesn't have a lot of context. But if you are  
 12 just asking me whether those numbers are larger, sure.  
 13 Q And, the third bullet there says, Skymiles co-brand card  
 14 merchant rate, if the remuneration is applied only to this  
 15 subset. That is only to the co-brand cards, right, is still  
 16 well above what you would say is the relevant rate; is that  
 17 right?  
 18 A Again, without context, it is hard to draw comparisons,  
 19 it is broadly about the same kind of thing and the number is  
 20 larger.  
 21 Q And I've just been handed a note reminding me, Mr.  
 22 Philips was Delta's 30(b)(6) designee on credit card  
 23 acceptance. You know what a 30(b)(6) witness is?  
 24 A Yes, but his role in the organization, do you just happen  
 25 to know?

1 Q No.  
2 So you will agree that these numbers in Delta's  
3 internal business documents are not even close to what you say  
4 the Delta merchant discount rate is?  
5 A So, these numbers are certainly different numbers then  
6 what I have. They are numbers-- I mean my problem is knowing  
7 whether we are comparing apples to oranges or apples to  
8 apples, and I don't know which it is here. Because, it is  
9 hard to know the context of the document.  
10 The document is referring to-- I mean it is dated  
11 2011, and we are comparing this to my figures which are 2009  
12 and 2010. I don't see anything in here that tells me it is  
13 backward looking.  
14 And, again, this is a very concise document. It  
15 obviously says what it says. But it is hard for me to know  
16 exactly what those numbers represent.  
17 Q Would you look at document PX 1065 A.  
18 A Is this in the same binder?  
19 Q In the other binder.  
20 A Of course.  
21 I apologize, would you give me the--  
22 Q 1065 A.  
23 I should say that the "A" is because of the-- we  
24 added the cover page to this document. PX 1065 A is an E-mail  
25 from Pam Codispoti to Leon Podgieter, subject, Delta dated

6561

1 June 1, 2009.  
2 I move the admission of PX 1065 A, Your Honor?  
3 MR. CHESLER: No objection, Your Honor.  
4 THE COURT: All right. PX 1065 A is received in  
5 evidence.  
6 (So marked.)  
7 Q Turn to the page marked-- ending in 252, please. You  
8 will see there, under the heading, GMS, the redacted version.  
9 You will see there, a description of the discount  
10 rate in the second box there. You will agree with me once  
11 again, that is not anything close to the negative number that  
12 you identified; is that right?  
13 A No. But again, I'm not sure what that is supposed to be  
14 measuring. That may measure some starting point. I'm not  
15 really sure what to make of the number.  
16 Q In your work, you didn't find any document within  
17 American Express that showed that they were paying a negative  
18 discount rate to Delta?  
19 A No, not describing it as a negative discount rate. What  
20 I found were documents that explained that-- documents,  
21 testimony, explaining that what they were doing was  
22 negotiating a comprehensive relationship with Delta.  
23 Q So, you calculated in this case, a discount rate in your  
24 figure 17, DX 6563 A, that appears to be at great odds with at  
25 least some documents within the two companies involved, as far

1 as describing what the actual discount rate is, isn't that  
2 right?  
3 A Well, I think that entirely depends upon what the numbers  
4 that we have just looked at in those documents are intended to  
5 mean, and, what they are intended to capture. And the  
6 documents say what they say.  
7 Again, I can't look at those numbers and tell you  
8 whether we are making apples to apples comparisons or apples  
9 to orange comparisons.  
10 The question is, if whatever accounting produced  
11 those numbers, if that same accounting were available for  
12 previous years, what would it show in terms of a trend. It  
13 would be a different way of keeping track.  
14 As for the first document that you showed me, I'm  
15 still concerned it is the wrong time period.  
16 Q Professor Bernheim, you offered an affidavit in the  
17 Virgin Airways case we talked about previously, didn't you?  
18 A I did, yes.  
19 Q And ultimately, your client was not successful in that  
20 proceeding; is that right?  
21 A Yes, that is what happened.  
22 Q And, one of the criticisms in that case of Virgin Airways  
23 case was criticism of your opinion for being made on theory  
24 grounded assumptions and average figures, rather than actual  
25 flight and passenger data, isn't that right?

6563

1 A I believe that was the phrase that the Court used, yes,  
2 there was something that I thought followed pretty clearly,  
3 from economic principles which Virgin assured me that they  
4 could offer industry support for. But that didn't make it  
5 into my report and so, that was kind of a rookie mistake.  
6 Q You see in-- changing topics.  
7 You see in this industry, I think you said this  
8 morning, competition in multiple channels, among credit card  
9 companies, that is how you see the world, right?  
10 A Competition expresses itself through multiple channels by  
11 which the payment companies can steer or direct customers to  
12 their payment products.  
13 Q And, that includes rewards and benefits to cardholders,  
14 principally, right?  
15 A Rewards and benefits to cardholders is certainly part of  
16 that, but it is not all of that. I think, I mentioned four or  
17 five dimensions through which that competition expresses  
18 itself.  
19 Q And I think you have told us that American Express is  
20 very good at competing in offering rewards and benefits to  
21 cardholders, isn't that right?  
22 A Very good in what sense? They are very aggressive about  
23 doing it.  
24 Q They are very successful in doing it?  
25 A They have been successful in competing and attracting



<p>1 business by doing that, in a way that generates value for  2 their card members.  3 Q And Amex hasn't necessarily been equally successful in  4 trying to make itself attractive to merchants, isn't that  5 correct?  6 A Well, it has made itself attractive to very large number  7 of merchants, and then we have talked about the set of  8 merchants in which there is this set of merchants in which  9 Amex has not achieved penetration acceptance.  10 Q And you think Amex ought to be able to set rules that  11 govern how everybody in the industry competes, that favor a  12 way-- a manner of competition or expression of competition to  13 use your phrase, which Amex is really good, and not allow so  14 much competition in something where Amex isn't as good, isn't  15 that your view?  16 A I don't think that that is what I said. I have not said  17 that Amex should be free to make rules for the industry. Amex  18 is not free to make rules for the industry.  19 Amex is free to enter into contracts with its  20 merchant partners, in which it specifies restrictions that are  21 consistent with delivering the product that it is trying to  22 deliver to customers.  23 And merchants in turn, can decide whether or not  24 they want to deal with Amex, and if they don't deal with Amex,  25 they are free to do what they like. They don't have to live</p>	<p>1 Ticketmaster, coverage awareness test. And it is copied, if  2 you look on the last page, along list of people including Mr.  3 Golub, Mr. Chenault, Mr. Hayes.  4 I move the admission of PX 2766?  5 MR. CHESLER: No objection, Your Honor.  6 THE COURT: All right. PX 2766 is received in  7 evidence.  8 (So marked.)  9 Q On the first page this report begins, American Express  10 has been paying Ticketmaster to inform callers that the card  11 is the preferred card for over the phone ticket orders. This  12 prompt is made either by a live salesperson, by a prerecorded  13 message or both.  14 Do you see that?  15 A I do.  16 Q So, American Express if this document is correct, was  17 engaging in preference campaigns during the 1990's; is that  18 right?  19 A In a very limited way, yes.  20 (Transcript continues on next page.)  21  22  23  24  25</p>
<p>1 by any such restrictions.  2 So, no, I don't think that that was an accurate  3 description of what I said.  4 Q Doctor Bernheim, would you agree if a company without  5 market power engages in a particular practice, you would  6 assume that such a practice is likely procompetitive?  7 A I would assume that that practice has a procompetitive  8 purpose and then I would ask myself, if I was looking at other  9 situations in which it was used, whether that procompetitive  10 purpose is likely to be relevant in those contexts as well.  11 Q I believe you testified that American Express did not  12 have market power in the 1990's; is that right?  13 A That's what I concluded, yes.  14 Q So you would agree that if American Express engaged in  15 preference campaigns with merchants in the 1990's, that  16 preference campaigns must have a procompetitive purpose?  17 A Well, it depends upon the nature of the campaigns and the  18 many campaigns can have a procompetitive purpose.  19 Q So, could you turn to PX 2766 in your binder.  20 A I'm sorry, again, which binder?  21 Q That would be in the second binder.  22 A Once again, I have to trouble you for the--  23 Q 2766.  24 PX 2766, is a document dated August 1995, entitled,  25 TRS Market Research Department Executive Summary Report.</p>	<p>1 BY MR. CONRATH:  2 Q Do you know that Ticket Master and American Express  3 continue to have an agreement under which Ticket Master is  4 required to tell callers, American Express is our choice.  5 Would you like to use your American Express card today?  6 A I'm sorry. That they continue to this day?  7 Q Yes.  8 A No, I haven't looked at that.  9 Q Let's look at -- the other binder, of course, as these  10 things go, PX 0355.  11 MR. CONRATH: This is a confidential document, your  12 Honor.  13 Q I'm going to direct your attention, Dr. Bernheim, to the  14 page ending in 411. This is already in evidence, I believe.  15 Are you at page 411?  16 A I believe, yes.  17 Q About halfway down the page, do you see the  18 heading "Payment script"?  19 A I do.  20 Q Can you read there paragraph -- subparagraph one: "When  21 orders are taken by phone, Ticket Master shall include the  22 following words: 'Our card of choice is American Express.  23 Would you like to use your American Express card today?'"  24 Did I read that right?  25 A Yes, you read that correctly.</p>

<p>6568</p> <p>1 Q Would you turn to PX 0858. It should be in the same  2 binder. PX 0858 is an e-mail from Yanna Gutierrez to Jack  3 Funda, dated November 6, 2003.  4 MR. CONRATH: I move the admission of PX -- and  5 attached presentation -- I move the admission of PX 0858.  6 MR. CHESLER: No objection, your Honor.  7 THE COURT: PX 0858 is received in evidence.  8 (So marked.)  9 Q Could you look at the page ending in 707.  10 A Yes.  11 Q Look at the last line of text, which is confidential, so  12 I'm not going to read it. Would you look at the last line of  13 text on that page. Do you see the reference to a preference  14 relationship with Expedia?  15 A I see a statement. It doesn't explain how that's  16 operationalized. Perhaps another part of this document does.  17 Q Well, let's take the statement for what it's worth, and  18 look at one more document on this topic?  19 Turn, please, to PX 0150. PX 0150 is a document  20 dated April 15, 1994, a letter from -- to American Express,  21 which says it will constitute an agreement between Radio City  22 Music Hall Productions and American Express travel-related  23 services.  24 MR. CONRATH: I move the admission of PX 0150.  25 MR. CHESLER: No objection, your Honor.</p>	<p>6570</p> <p>1 members, and shall direct card members to such window."  2 Do you see that?  3 A You're reading it correctly.  4 Q That's another form of steering as engaged in by a firm  5 that you think didn't have market power at that time, and so  6 you would conclude that that kind of steering has a purpose  7 that's pro-competitive; isn't that right?  8 A So, steering is not something that I have ever pointed to  9 is something that's an indication of market power, and any  10 kind of steering can be pro-competitive in some circumstances.  11 Now, Visa, the We Prefer campaign, has particular  12 impacts on American Express that American Express was very  13 aware of and that Visa was very aware of. Both of them  14 understood that it was undermining American Express's business  15 model.  16 In this instance, I don't know of any indication  17 that Visa felt that this was undermining Visa's business  18 model. We've seen no indication of that. And if these  19 organizations had contracts with the other networks, and if  20 the other networks thought they were at risk from these  21 practices, this is a free market. They, too, could have put  22 in provisions that say "If you take our cards, then you can't  23 do these things." We shouldn't be judging for the  24 company's -- what is essential for their business models.  25 Each one evaluates that and decides whether it is worthwhile</p>
<p>6569</p> <p>1 THE COURT: PX 0150 is received in evidence.  2 (So marked.)  3 Q Do you see, sir, that this is an executed agreement  4 between American Express and Radio City Music Hall  5 Productions?  6 A It appears to be that.  7 Q Can you turn to the page ending in 044, please. At the  8 very top, do you see that the agreement states, under "Window  9 display," "The American Express card shall have prominent  10 listing on the sponsor board located in the lobby of Radio  11 City Music Hall as the preferred card of RCMH."  12 Do you see that?  13 A Yes, I do.  14 Q Would you turn to the page ending in 036. At about the  15 middle of the page, under iii, little I's there, do you see  16 that "Under this agreement, Radio City Music Hall agreed to  17 designate one Radio City Music Hall box office window  18 exclusively for ticket sales for American Express card  19 purchases during peak ticket sales periods."  20 Do you see that.  21 A Yes, I do.  22 Q Looking at the next-to-the-last sentence in that  23 paragraph, do you see that it says "Radio City Music Hall  24 personnel shall announce to its patrons that such window is  25 available for the exclusive use of American Express card</p>	<p>6571</p> <p>1 to negotiate certain provisions with their merchant partners.  2 Q And each company ought to also be free to evaluate and  3 decide what steering it ought to be able to try to agree with  4 merchants on, isn't it?  5 A Consistent with whatever contracts the merchants have  6 entered freely in order to obtain benefits with other  7 partners.  8 Q You said this morning, in talking about We Prefer Visa,  9 if I have your testimony correctly, you said that the goal of  10 Mr. Morgan and Visa was to confine American Express to its  11 tiny niche, and they were successful. They were not really  12 successful in confining American Express to its tiny niche,  13 were they?  14 A Fair enough. I did not mean to imply by that that  15 American Express was completely confined to T&amp;E. I was  16 referring to the testimony from Mr. Morgan, where, if I  17 remember correctly, he said that American Express has been  18 predominantly a T&amp;E card and we like to keep it that way, and  19 that the purpose of this campaign is to try and make sure that  20 it's largely confined to the niche. That's what I meant, and  21 I apologize if my language was stronger than that.  22 Q Would you look at slide 111, please. So, you have  23 focused in your discussion I think on the yellow line, which  24 is American Express, and focused on the decline in share  25 there. No. This is decline in rating as best overall card; is</p>

1 that right?

2 A That's correct.

3 Q You recall the testimony that the We Prefer Visa campaign

4 began in 1990 or 1991?

5 A Yes.

6 Q And there was a decline in American Express's rating,

7 according to this, that preceded that; is that right?

8 A There was an increase and then a decline, and I know

9 there were some other preference campaigns occurring around

10 the same point in time. I don't have the entire chronology of

11 all the relevant campaigns in my head.

12 Q And you're aware, aren't you, that American Express had a

13 lot of issues that had nothing to do with the We Prefer

14 campaign that gave them some problems around that time period,

15 aren't you?

16 A I think that was part of my testimony. American Express

17 did have a lot of difficulties, which is why I concluded that

18 American Express did not have market power at that point in

19 time. It was a company that was really struggling.

20 Q So, among their struggles were that they had attempted to

21 be a financial supermarket, they owned a stock brokerage, an

22 insurance company, their management attention was diverted?

23 Was that among the problems that they faced?

24 A Frankly, as I sit here, I can't remember all the details.

25 I know that there were a variety of things going on, but chief

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1 among them were the effects of the We Prefer campaign and the

2 effects of the exclusionary rules. I believe that that was

3 Mr. Chenault's testimony.

4 Q Would you look at PX 2752?

5 A I hate to ask, but which binder?

6 Q The second binder?

7 PX 2752 is a document that is an AG Edwards & Sons

8 security research note on American Express Company. I'm not

9 going to offer this. I'm going to use it to ask the witness

10 some questions.

11 Look at the second page of this document.

12 A May I just take a moment to orient myself to the

13 document?

14 Q Of course?

15 (Pause.)

16 A All right. I have a general sense of the document. Go

17 ahead, please.

18 Q Do you see that at the last full paragraph on page two,

19 it makes reference to a plan to sell a unit, which became

20 First Data Corporation, so that would, at one point, be a unit

21 within American Express.

22 Do you see that?

23 A I'm sorry. We're on page two?

24 Q Yes.

25 A You're talking about --

1 Q The bottom of the left-hand column. I'm sorry.

2 A Okay. Thank you.

3 Q Were you aware that -- I'm sorry.

4 A Can I take one moment to read the paragraph? I was

5 pointed at the wrong spot. Just one second.

6 Q Sure?

7 (Pause.)

8 A Yes, okay. Thank you.

9 Q So, you notice that the company at that point owned what

10 became First Data Corporation and was spending some of its

11 time to sell the First Data -- forty percent interest in the

12 First Data Corporation?

13 A That does appear to be what it says.

14 Q And you see the next item talks about trying to achieve

15 consistent profitability at Shearson. That was an investment

16 bank; is that right? That was attracting some of the

17 management attention of American Express at the time? Are you

18 aware of that?

19 A I am aware vaguely that that was going on. I know I read

20 about that at some point.

21 Q Would you look at item three. It's the middle of the

22 right-hand column. The heading "It builds the TRS franchise,

23 and TRS is Travel Related Services. That includes the credit

24 card company, part of American Express at that time. Do you

25 know that?

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1 A Okay.

2 Q Okay?

3 Would you look at the last -- the next-to-the-last

4 sentence in that paragraph, starting "Management believes."

5 "Management believes that many of its competitive

6 problems are a result of reaching too far beyond the

7 traditional business and affluent traveler base. Were you

8 aware -- had you ever heard that American Express thought it

9 was a problem that they weren't sticking to their knitting in

10 the affluent traveler base?

11 A That's contrary to a lot of what was subsequently

12 concluded, for sure.

13 Q Turn to the page three of this document, if you would.

14 Do you see the heading that says "Optima and lending." Are

15 you familiar with American Express Optima card?

16 A Yes.

17 Q That was American Express's first venture into resolving

18 credit?

19 A Correct.

20 Q It was not really a success?

21 A No. It was not much of a success.

22 Q That was a distraction for American Express in the early

23 '90s, as well?

24 A I'm not sure what you mean by a "distraction." It was

25 not a successful venture for them.

<p>6576</p> <p>1 Q Do you see anything in the discussion of building the</p> <p>2 travel-related services franchise about problems with We</p> <p>3 Prefer Visa?</p> <p>4 A I have not had a chance to review the document. I don't</p> <p>5 know whether this is the kind of document where they would go</p> <p>6 into specific details on that sort of thing. Scanning through</p> <p>7 it, I don't see a reference to it.</p> <p>8 Q When you were discussing, I think yesterday, the We</p> <p>9 Prefer Visa campaign, by way of expressing your opinion that</p> <p>10 American Express didn't have market power, I think you said --</p> <p>11 well, I didn't see anything that looked like a firm with</p> <p>12 market power reacting to the We Prefer Visa campaign. I would</p> <p>13 have expected some kind of retaliation like We Prefer American</p> <p>14 Express. Do you remember that discussion?</p> <p>15 A Yes, I do.</p> <p>16 Q In fact, what happened is that American Express did</p> <p>17 retaliate by stepping up enforcement of its rules and blocking</p> <p>18 the We Prefer Visa campaign; isn't that what happened?</p> <p>19 A I don't know that you can call that retaliation.</p> <p>20 American Express had contracts with its merchants, and it</p> <p>21 began enforcing its contracts, because that was important to</p> <p>22 its business model. People are not sure how that qualifies as</p> <p>23 retaliation. That was a matter of survival for the company.</p> <p>24 Q Would you look back at your Exhibit 111, your slide 111,</p> <p>25 please. The bottom line in this is Discover; is that right?</p>	<p>6578</p> <p>1 that right?</p> <p>2 A You only have part of it. There was a qualifier.</p> <p>3 Q It's replicable?</p> <p>4 A It's a replicable investment, and others can do it, too,</p> <p>5 and it's generally accepted amongst economists. Those</p> <p>6 conditions by itself is not a source of market power.</p> <p>7 Q You opined in the AMD v. Intel case that Intel had market</p> <p>8 power; is that right?</p> <p>9 A I did, yes.</p> <p>10 Q And after Intel achieved market power, it didn't stop</p> <p>11 advertising its micro processors, did it?</p> <p>12 A No.</p> <p>13 Q That was an expense that it had to continue to incur even</p> <p>14 though it had market power?</p> <p>15 A Sure. I mean, with micro processors -- I mean, in some</p> <p>16 sense, with micro processors, companies are competing with</p> <p>17 themselves. Intel is competing with itself. It needs to</p> <p>18 convince the market that it's time for a new generation, not</p> <p>19 just advertise against AMD, but to also advertise that new</p> <p>20 capabilities are available.</p> <p>21 Q They were investing in disclosing new capabilities. Even</p> <p>22 though they already had market power, they had to continue to</p> <p>23 invest, and that didn't interfere with your concluding that</p> <p>24 they had market power; isn't that right?</p> <p>25 A I'm sorry. That they invested?</p>
<p>6577</p> <p>1 A That's correct.</p> <p>2 Q And Discover doesn't seem to have been negatively</p> <p>3 affected at all by we prefer Visa campaign, does it?</p> <p>4 A Discover's line didn't decline. Of course, it's starting</p> <p>5 from a much lower base. It didn't have much space to decline.</p> <p>6 So, Discover was in a different position.</p> <p>7 Q This is a rating of the best overall cards. So, the sum</p> <p>8 of the three and four lines has to add up to 100?</p> <p>9 A It does. This really isn't too surprising when you think</p> <p>10 about it. Remember the point that has been emphasized here by</p> <p>11 Mr. Chenault and others. That is, American Express's business</p> <p>12 model is built around welcome acceptance.</p> <p>13 The problem with the We Prefer campaign, which Visa</p> <p>14 was aware of and attempted to exploit, was that it was</p> <p>15 undermining welcome acceptance or to American Express's</p> <p>16 business model.</p> <p>17 Discover has a very different business model. It's</p> <p>18 not built around high end, high value to consumer services.</p> <p>19 It has that lendcentric model. So, consequently, if their</p> <p>20 business model is not built around welcome acceptance, one</p> <p>21 would not have expected them to be terribly damaged by that.</p> <p>22 Q Let's turn to the topic of insistence. You said, I think</p> <p>23 this morning or -- I'm sorry -- yesterday that insistence</p> <p>24 can't be a source of market power, because American Express is</p> <p>25 investing in it as investing to obtain insistence. Did I have</p>	<p>6579</p> <p>1 Q The fact that they had to continue to invest to maintain</p> <p>2 the quality of their micro processors didn't cause you to say</p> <p>3 that they didn't have market power; right?</p> <p>4 A No. That wasn't related to the reasons that I inferred</p> <p>5 that Intel had market power. Intel had enormous market share,</p> <p>6 various entry patents, all sorts of things were present in</p> <p>7 that case to protect Intel's position. It had one competitor</p> <p>8 that was barely hanging on, and there were a lot of factors in</p> <p>9 that case that were pretty special to micro processors.</p> <p>10 Q Did you offer the opinion in your report in that case</p> <p>11 that Intel is a must-carry brand, because many downstream</p> <p>12 customers for a variety of reasons have developed preferences</p> <p>13 for Intel-based computers?</p> <p>14 A Well, it sounds to me like you're reading a quote from my</p> <p>15 report. While I have not memorized my report, I'm going to</p> <p>16 assume that that's what that is. Yes, it sounds like</p> <p>17 something I remember saying.</p> <p>18 Q Could you say that those downstream customers were</p> <p>19 insistent on purchasing Intel-based computers?</p> <p>20 A Well, certainly, you could. There, there was little or</p> <p>21 no interchangeability for the customers. That's a point that</p> <p>22 I discussed in my direct testimony. Really, they were pretty</p> <p>23 locked into X 86 chips.</p> <p>24 Q Can we turn to your slide 80, please?</p> <p>25 In your fourth bullet there, you characterize</p>

1 American Express's insistence presentations as marketing  
 2 tools, and you said, We shouldn't take them seriously,  
 3 therefore. Is that right?  
 4 A Well, I think that that's a little bit stronger than what  
 5 I said. I said that those materials, they are things to be  
 6 considered, but in weighing them, you have to consider  
 7 American Express's position in the context in which they were  
 8 used and why they were developed.  
 9 Q You understand that insistence is not only used for  
 10 marketing at American Express, it's also a basic element of  
 11 American Express's pricing methodology?  
 12 A I understand that they look at some of those kinds of  
 13 data, yes.  
 14 Q You've talked about American Express as an innovator.  
 15 You don't think that American Express is the only innovator in  
 16 this industry, do you?  
 17 A No, absolutely not. If it was, we perhaps would be in a  
 18 situation where we would have to worry about market power for  
 19 American Express. But American Express is not alone in its  
 20 ability to innovate, and the other companies have innovated,  
 21 as well. Discover was the first to offer rewards, which was a  
 22 very important innovation.  
 23 Q Are you aware that in 1983, MasterCard was the first  
 24 network to put security holograms on its cards to help prevent  
 25 fraud?

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1 A That was in 1983?  
 2 Q Yes.  
 3 A I believe you. It doesn't surprise me.  
 4 Q The first airline co-brand partnership was the  
 5 Continental Gold MasterCard that was an innovation, too,  
 6 wasn't it?  
 7 A That was certainly an innovation.  
 8 Q More recently, Discover in 2013 was the first to offer  
 9 customers no late fees and no increase to their APR for theirs  
 10 first missed payment; that was an innovation, too?  
 11 A Of course. All of these companies are making innovations  
 12 and competing in that way. American Express's model has  
 13 remained one that because of its distinctive direction has  
 14 applied particular competitive pressure. I don't think that  
 15 that's controversial.  
 16 Certainly, the others have innovated. MasterCard,  
 17 for example, now has innovated with the World Debit Card,  
 18 which I mentioned earlier, which is a debit card positioned to  
 19 compete specifically with GPCC cards along the lines of  
 20 American Express.  
 21 Q Can you turn to slide 119, please. Slide 119 was your  
 22 Burger King and sushi restaurant references. Let's look at  
 23 these. Both of these examples -- let's back up. Where did  
 24 you get these examples?  
 25 A I believe that American Express maintains a system for

1 collecting complaints from customers, and I know that part of  
 2 that system is on line. I don't know whether all of it is,  
 3 but it came through such a system.  
 4 Q And you or your colleagues working with you looked  
 5 through that collection of complaints and came up with these  
 6 two?  
 7 A These are two examples that we pulled out.  
 8 Q You'll agree that both of these involve someone being  
 9 told that American Express is not accepted when it appears  
 10 that it really is accepted? The sales clerk in both cases  
 11 told them, We don't take American Express?  
 12 A Yes, that answer to be what they say in both cases.  
 13 Q You understand that no one in this case is arguing that  
 14 steering, by denying that you accept American Express when you  
 15 really do, is an appropriate form of steering? That's not an  
 16 issue that the government is suing about?  
 17 A Oh, I know that you are not suing about it. But the  
 18 point here is to illustrate the incentives of merchants to  
 19 free-ride on investments. Now, in these particular cases, the  
 20 free-riding on the investments took this form. So, you are  
 21 making it easier to do that. I'm sorry, you are not. But  
 22 what you have proposed for this industry would make it easier  
 23 to do that.  
 24 Q Whether the courts grant relief or not in this case, a  
 25 sales clerk can say, We don't accept American Express whether

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1 they are correct, mistaken, intentional or whatever, that can  
 2 happen whether or not there's relief in this case?  
 3 A That's correct. And the fact that they do it some of the  
 4 time in context where American Express has done marketing for  
 5 them shows that there is this tendency to free-ride.  
 6 Q You have talked about -- I think in your report, you used  
 7 the term "halo effect." I'm not sure you used that exact  
 8 description today, but you said that the idea -- if I have it  
 9 right -- that a justification for American Express's rules is  
 10 that there's some benefit just to being accepted by American  
 11 Express, and that that is something that can be free-ridden  
 12 on. Is that what you claim an investment that American  
 13 Express could find subject to free-riding?  
 14 A So, let me relate that to what I was talking about in my  
 15 testimony. I do remember using the term "halo effect,"  
 16 because I had seen it in some of the documents. But the more  
 17 common term that's used in marketing and in economics  
 18 is "brand association." So, you're referencing the point  
 19 about brand association that I was making earlier today.  
 20 Brand association is kind of a well-known concept in  
 21 marketing.  
 22 Q "And you referenced the testimony from the witness from  
 23 Drybar; is that right? You didn't reference the part where he  
 24 said he's never studied the question of whether there's a halo  
 25 effect in, in this sense that just offering American Express

1 drives business to your store. You've never looked at that  
 2 issue; correct?  
 3 "ANSWER: I have never studied that. I have an  
 4 opinion on it."  
 5 You didn't reference that part of his testimony, did  
 6 you?  
 7 A No. That's what most merchants do. They don't actually  
 8 do studies, but they do have opinions based on their  
 9 experience.  
 10 Q You'll agree if American Express acceptance helps bring  
 11 people into the store, all else equal, stores are going to  
 12 want to put the American Express logo on the street where  
 13 people can see it?  
 14 A Well, in some cases, yes. In some cases, no. There are  
 15 trade-offs, and I think that witness that you are describing  
 16 was -- I forget exactly what his testimony is. It was  
 17 something about his brother-in-law is the artistic director  
 18 and he likes clean lines.  
 19 I think there are some other stores where the issue  
 20 has been a decision about wanting to make a certain visual  
 21 presentation. They are trading that off. They have an  
 22 aesthetic they want, and they are trading it off against any  
 23 value from attracting people to the store and making a  
 24 decision about which is more important.  
 25 Q So, your idea about this halo effect or brand association

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1 might be summed up as the idea that someone who is thinking  
 2 about going to a restaurant and wants to know whether it's a  
 3 good restaurant might go up to the restaurant and look to see  
 4 if it has an American Express logo on the door, rather than  
 5 asking a friend, reading a restaurant review, checking Yelp or  
 6 Urban Spoon; isn't that the essence of what you are saying?  
 7 A No, I don't think that's quite fair. That's a caricature  
 8 of what I am saying. You are right, people look at all sorts  
 9 of sources for information, and you know people who specialize  
 10 in marketing, marketing economics, they have not concluded  
 11 that as a result of that, brand association is an unimportant  
 12 thing. It remains an important thing.  
 13 So, yes, it's true that we get information from  
 14 various sources. We also get information from this source.  
 15 Somebody's walking through the street of a neighborhood where  
 16 they have not been before and they are shopping, and there are  
 17 two little clothing stores side by side, and one of them has  
 18 an American Express logo displayed, and the other one doesn't.  
 19 They may not pull out their phone and start yelping and so  
 20 forth and take the time to do that. They may just decide, Oh,  
 21 well, I'll go into this one first, because I know that the  
 22 American Express stores by and large tend to carry the kinds  
 23 of things that I, as an American Express cardholder, am  
 24 interested in. So, that would be a rational reason for the  
 25 brand association.

1 Q Are you aware of the testimony of the merchant Strictly  
 2 Bicycles in this case, that being featured in a Chase  
 3 commercial would be just as valuable to him as being featured  
 4 in an American Express commercial?  
 5 A I don't remember that testimony. It hardly surprises me  
 6 that Chase also has positive brand association. Most  
 7 companies that are, you know, successful like Chase have  
 8 positive brand association.  
 9 Q You would agree that this brand association has minimal  
 10 or no impact for merchants that are already household names?  
 11 A You know, I have -- there's a tendency to think that, and  
 12 I know that I have written some things in my reports that  
 13 resonate with what you just said.  
 14 And I think that that's true of the portion of the  
 15 brand association that comes through just sort of  
 16 informational effect. You are learning something about the  
 17 merchant.  
 18 But I found it very interesting that there's some  
 19 testimony from Delta that says that one of the reasons that  
 20 Delta struck its deal with American Express is because they  
 21 wanted the brand association, and so the brand association  
 22 does seem to matter to some of the larger companies, as well.  
 23 Q You agree that the brand association or halo effect has  
 24 minimal or no effect for merchants where the customer is  
 25 already familiar with the merchant?

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1 A So, that is again something that, yes, I've written, some  
 2 things that have resonated with what you just said. But that  
 3 applies to the portion of the halo effect associated with  
 4 seeing the American Express logo and making inferences about  
 5 the company. And there are psychological aspects of the halo  
 6 effect that go beyond that. Take the check presenters, for  
 7 example. Check presenters are given to people after they have  
 8 actually eaten the meal at the restaurant. Yes, still the  
 9 restaurant seem to be seeking some sort of brand association  
 10 with American Express.  
 11 Q Or is it that the check presenters are free if you get  
 12 them from American Express?  
 13 A I think the other networks give them for free, too.  
 14 Q Are you aware that Mr. Hayes, who is American Express's  
 15 chief marketing officer, testified that a merchant's  
 16 acceptance of American Express does not indicate that the  
 17 merchant is a premium merchant?  
 18 A I have not seen that testimony.  
 19 Q Are you aware that Mr. Hayes said that displaying the  
 20 American Express logo is not necessarily an endorsement of a  
 21 merchant's quality?  
 22 A I know that's American Express's position. I'm not  
 23 advised he said either of these things.  
 24 American Express is not trying to position itself  
 25 simply as the card that can be used at what most people would



1 call premium merchants, the very high-end merchants. But  
 2 still, there is some selectivity in the merchants that accept  
 3 American Express.  
 4 American Express is a company that emphasizes  
 5 customer service. It takes the part of customers when they  
 6 have disputes with merchants. Merchants who are not similarly  
 7 oriented towards consumer service find that more costly, and  
 8 consequently, I think that's parts of the reason why American  
 9 Express has lower merchant penetration, and why American  
 10 Express has had difficulty getting penetration at many  
 11 merchants, even when in some cases they were reducing fees to  
 12 practically nothing, and merchants were still declining partly  
 13 because of the relevance in their geographic areas.  
 14 Q You understand that those occasions when they reduced --  
 15 offered reduced rates -- tease rates -- to almost nothing, it  
 16 was not nothing forever, it was a low introductory rate, and  
 17 eventually you would have to go to their regular rates; isn't  
 18 that correct?  
 19 A I believe that's the case. It allows the merchant to  
 20 accept for a time to see whether it works. It's a very large  
 21 break in order to try out American Express. It was  
 22 unsuccessful.  
 23 Q You talked a little bit about the question of what is  
 24 happening or not happening with the merchants who accept Visa  
 25 and MasterCard but not American Express; right?

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1 A Yes.  
 2 Q And you didn't do any kind of a survey of market behavior  
 3 of the merchants that don't accept American Express?  
 4 A Survey for what purpose?  
 5 Q To see whether any of them were engaging in steering.  
 6 A Well -- I'm sorry. To see whether any of them were  
 7 engaging in?  
 8 Q Steering.  
 9 A I think that the first question is whether merchant rates  
 10 are coming down. That's the key issue. And I think the  
 11 evidence on that comes directly from testimony that they  
 12 didn't come down.  
 13 Q You didn't examine the question whether there was  
 14 steering?  
 15 A I'm sorry. I didn't answer your question. I apologize.  
 16 Q I understand your other point. That's fine.  
 17 A I apologize. I should have answered the question.  
 18 No, I didn't do a survey of that.  
 19 Q You agree that mostly, the merchants that don't accept  
 20 are small?  
 21 A Well, I talked about that at length. The merchants --  
 22 most of the merchants are small in the sense that ninety-eight  
 23 percent of them have less than \$500,000 in charge volume,  
 24 which apparently is also true of the merchants who accept  
 25 American Express. So, the vast majority of the merchants are

1 similar across the two groups. The difference between them  
 2 appears to be the very large merchants and merchant chains  
 3 which predominantly accept American Express.  
 4 Q You know that small merchants today can post a minimum  
 5 dollar amount for any credit card purchase; is that right?  
 6 A I'm sorry? Say that again.  
 7 Q You know that merchants can post a minimum dollar amount  
 8 for any credit card purchase, ten dollar minimum, twenty  
 9 dollar minimum, for a credit card? You're familiar with that  
 10 practice? Your smile tells me you have seen it?  
 11 A Yes. I didn't associate the wording with the practice.  
 12 But yes, I know.  
 13 Q That's a form of steering to debit or cash, isn't it?  
 14 A It could be.  
 15 Q And you're aware that small merchants do that today?  
 16 A Well, I'm aware that there's some of that that goes on,  
 17 yes.  
 18 Q And that's a form of steering away from credit cards,  
 19 perhaps in response to the merchants' perception that credit  
 20 cards are expensive?  
 21 A Well, if it is, it indicates that credits and debits are  
 22 a substitute. That's an interesting observation.  
 23 Q Well, they are substitutes. It doesn't say anything  
 24 about at what price, does it? Didn't we agree earlier one of  
 25 the principal purposes of evaluating substitutions in markets

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1 definitions is to evaluate what will happen in response to  
 2 small changes in price?  
 3 A Yes, we did. It's also showing that those merchants are  
 4 comfortable with the idea if they stop the customers from  
 5 using GPCC for those smaller purchases, they will not lose the  
 6 customers. The customers are not GPCC insistent. Instead,  
 7 the customers will whip out their debit cards or their cash.  
 8 So, it does indicate that there's substitution of the type  
 9 that we are interested in in this case.  
 10 Q Now, you talked about whether prices had come down to  
 11 small merchants. You're aware, aren't you, that Visa and  
 12 MasterCard operate with posted prices?  
 13 A Posted prices?  
 14 Q For small merchants?  
 15 A For small merchants, they have tables, yes. There's a  
 16 standard schedule.  
 17 Q You speculated about what might be in their minds about  
 18 pricing, but did you consider the fact that the United States  
 19 had to sue both Visa and MasterCard to get rid of their  
 20 similar restraints?  
 21 A I'm sorry?  
 22 Q Their restraints that are similar to the  
 23 nondiscrimination position?  
 24 A The NDP's?  
 25 Q Yes.

1 A They have restraints, and I am aware that there was a  
 2 lawsuit, and it did not go as to trial, and there was a  
 3 settlement.  
 4 Q It's a possibility that Visa and MasterCard aren't all  
 5 that anxious to start competition on discount rates?  
 6 A Well, generally, companies aren't anxious to start  
 7 competition, but the market is such that they do it, anyway,  
 8 because there's an opportunity for gain.  
 9 Discover has been saying that they are -- Hochschild  
 10 described them as wanting to do this. They are ready and  
 11 raring to go.  
 12 Q I think you said they had done nothing. In fact, you are  
 13 aware of the testimony in which he said Discover convened a  
 14 task force and tried to figure out what they could do in  
 15 response to this? They really tried; isn't that right?  
 16 A They looked at it. I think his testimony was they looked  
 17 at the top 100 merchants, discovered that they take American  
 18 Express and stopped, which isn't very promising in terms of  
 19 the potential for any of this purported competition to benefit  
 20 anything but the very largest merchants.  
 21 I'm sorry. I'm done with my answer.  
 22 Q You recognized it's a nontrivial matter for a credit card  
 23 company to seek out the smallest merchants in order to try to  
 24 negotiate a special rate with them if they steer?  
 25 A You know, I addressed this in my testimony. I have a

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1 hard time understanding why that is a credible position,  
 2 because, as we just talked about a minute ago, Visa,  
 3 MasterCard, they have posted rates. Discover, I don't  
 4 remember whether they do the same thing or not.  
 5 But this is just a matter of posting another rate.  
 6 It says, You get a twenty basis point discount or a thirty  
 7 basis point discount or whatever it is if you do not have a  
 8 constraint, if you are free of contractual restrictions that  
 9 would prevent you from differentially pricing at point of sale  
 10 or expressing a preference. You get a twenty basis point  
 11 discount.  
 12 You don't have though search for these companies.  
 13 You offer that, and they come to you. You can, as part of  
 14 this, Discover could say, And to get that discount, you have  
 15 to post a We Prefer Discover sign. So, I'm having a hard time  
 16 seeing why it would be hard to find these companies.  
 17 Q You didn't engage in any study of that question? This is  
 18 probably the question on which I made a foundation objection.  
 19 So, I want to make sure we understand. You didn't engage in  
 20 any study of whether that's possible, what the average size of  
 21 these companies are or whether it would be practical to post a  
 22 kind of, You can get this low rate if you don't have this  
 23 contract provision? You didn't do a study of whether that's a  
 24 practical suggestion?  
 25 A I'm not sure what you think needs to be studied about

1 that, given that these kinds of rate tables are used fairly  
 2 frequently, where, for example, Visa and MasterCard provide  
 3 different rates for companies -- merchants that are of  
 4 different sizes. What I am suggesting is that they could do  
 5 something very similar. It's not moving very far away from  
 6 what they already do.  
 7 Q Did you see the evidence that in Australia it was the  
 8 large merchants who led steering and the smaller merchants  
 9 followed along later?  
 10 A I don't remember that feature of the Australian evidence.  
 11 But really Australia has so many differences from the U.S.  
 12 Dr. Katz acknowledged that in his reports. I think he  
 13 acknowledged that in his testimony here at trial as well and  
 14 certainly I think that the differences are dramatic and, you  
 15 know, Australia, the rules are about surcharging.  
 16 In addition, Australia at the same time regulated  
 17 Visa and MasterCard's interchange rate and reduced it  
 18 dramatically. I think this is just apples to oranges and I'm  
 19 not sure very much can be learned from that comparison.  
 20 Q Did you see the evidence that Australia took four years  
 21 before steering really took off, in American Express' internal  
 22 assessment?  
 23 A I don't remember that evidence. I do remember looking at  
 24 evidence on merchant discount rates and seeing that initially  
 25 in Australia there was an American Express premium. The Visa

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1 and MasterCard rates were reduced by regulation. The American  
 2 Express premium took some time to come down and ultimately --  
 3 I'm sorry -- the American Express merchant rates took some  
 4 time to come down and ultimately settled at the same premium  
 5 they started with and there's no indication anything other  
 6 than regulation caused any rates to decrease in Australia.  
 7 Q Let's switch topics?  
 8 You've spoken quite a bit about American Express'  
 9 differentiated business model. You would agree wouldn't you  
 10 that Discover also has pursued a differentiated business  
 11 model.  
 12 A Yes. Discover has differentiated to some extent which is  
 13 why they have managed to survive because of the network  
 14 effects in this industry if you don't differentiate from the  
 15 major firms, the dominant firms, you can survive also.  
 16 Discover's differentiation strategy has been less successful  
 17 and has less competitive impact than American Express.  
 18 Q Would you degree that Discover was innovative when it  
 19 tried it's low cost merchant strategy in the late 1990 "  
 20 A Yes, I recall what you are talking about that was an  
 21 attempt by Discover to drive business its way through a  
 22 certain strategy.  
 23 Q And that was an innovative strategy?  
 24 A I mean, innovative -- actually, I don't know whether it  
 25 was entirely new. I do know that Discover was trying it at

1 that time.

2 Q It was a pro competitive strategy?

3 A Well, I wouldn't describe it as pro competitive. I would

4 describe it as they were pursuing one strategy for attracting

5 cardmember volume. One out of many strategies that were

6 available to them. And they eventually availed themselves of

7 different strategies.

8 Q Their strategy was to be low priced to merchants and but

9 without the ability of merchants to steer to provide more

10 volume there was no incentive for Discover to have the lowest

11 merchant discount rate, is that right?

12 A So I think it was more complicated than that. Discover's

13 strategy at the time also involved partnerships with

14 merchants. They were seeking partnerships with merchants. I

15 believe you're talking about Project Monet.

16 Q That was a subsequent part of their strategy. But that's

17 not the part I'm talking about. They had a strategy simply to

18 be the low priced merchant and try to get more usage by

19 merchant steering, is that right?

20 A I remember that they tried that at some point.

21 Q It couldn't work because the merchants couldn't steer to

22 them, right?

23 A The merchants at that point were constrained by

24 provisions in contracts with all three of the other networks.

25 Q And it was a bad outcome for competition that Discover

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1 didn't get a chance to see whether that strategy would work or

2 not, would you agree?

3 A No. I disagree. I think that it was not a bad outcome

4 for competition. Discover simply shifted its effort into the

5 many other channels that it had available to it for attracting

6 customers, that is, steering customers. It shifted to the

7 consumer side. It gave more attractive terms to consumers.

8 Consumers reaped great benefits from that and Discover did

9 compete effectively at that point.

10 Furthermore, if Discover had been free to do that,

11 I'm not at all sure that it would work and I discussed the

12 reasons why I think that that would not have been a successful

13 strategy in my direct testimony.

14 Q So your answer to Discover's dilemma is that Discover

15 should have focused its energies more on the cardholder side,

16 in other words, adopted the differentiated model that American

17 Express has instead of trying to follow Discover's own

18 differentiated model? That's your solution to their dilemma?

19 A Well, Discover also had the option of trying to persuade

20 merchants to negotiate exceptions to the contracts that others

21 were imposing. Now, at that time Discover was facing a

22 situation where provisions were imposed by MasterCard and Visa

23 and certainly, you know, if MasterCard and Visa didn't want to

24 let go of those provisions, Discover was not going to be able

25 to induce a merchant to do that. To my knowledge Discover

1 hasn't tried that now that it's only American Express, which I

2 referred to that in my direct testimony. If your theory, the

3 government's theory, is true, is a puzzle as to why Discover

4 doesn't try this, not just the three million merchants I

5 talked about, but at the merchants where it's just American

6 Express with the provision that cuts off this particular

7 mechanism for steering or reduces the ability to steer in this

8 way and where American Express is not important for that

9 merchant. It's an opportunity for Discover to do this. It is

10 puzzling that if this is their intent they are not doing it.

11 MR. CONRATH: May I take one moment, your Honor?

12 THE COURT: Sure.

13 (Pause.)

14 Q I think you said in looking ahead that you had an opinion

15 something like the American Express business model cannot

16 survive, is that right?

17 THE COURT: I didn't hear your question.

18 MR. CONRATH: Yes. Sorry.

19 Q I think, Professor Bernheim, you testified earlier today

20 that you think the American Express business model could not

21 survive without the current nondiscrimination provisions, is

22 that right?

23 A Just to be a little bit more complete: My view is that a

24 business model to deliver value to consumers, the cardholders,

25 built around the proposition of welcome acceptance of the

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1 cards, that that strategy cannot survive and that's the

2 strategy that has delivered the greatest competitive benefits

3 to us over the last dozen years.

4 Q And you also testified a little bit about the predictions

5 of Mr. Chenault, about the likely effect on American Express,

6 isn't that right?

7 A I think we had some discussion about it. When you say I

8 testified about what he said, I'm not really sure what you

9 mean. We discussed it.

10 Q It was discussed?

11 So you have been around antitrust long enough to

12 know that companies facing antitrust actions sometimes make

13 over-dramatic predictions of what will happen if the antitrust

14 laws are enforced against them, haven't you.

15 A Yes, and they sometimes do.

16 MR. CONRATH: May I approach, your Honor?

17 THE COURT: Yes.

18 Q I have handed you, Professor Bernheim, PX 2731, which is

19 a transcript of the trial in United States vs. Visa, August

20 10, 2000 and I'm going to direct you, if you look at the

21 second page, you'll see that the witness is -- the third page,

22 the witnesses is Robert Selander, who is the CEO of

23 MasterCard. Do you see that on the third page of this

24 document?

25 A You certainly see his name. There it is, CEO of

1 MasterCard, yes.  
2 MR. CONRATH: I move the admission of the PX 2731.  
3 MR. CHESLER: Your Honor, this is hearsay.  
4 MR. CONRATH: Your Honor, this is decidedly not  
5 offered for the truth.  
6 THE COURT: In that case, I can hardly wait.  
7 MR. CHESLER: I'm just going to sit down, your  
8 Honor.  
9 THE COURT: If it's not offered for the truth?  
10 MR. CHESLER: Then I don't have a hearsay objection  
11 or any other objection.  
12 THE COURT: Very good. PX 2731 is received in  
13 evidence.  
14 (So marked.)  
15 Q You know that Visa and MasterCard were defendants in U.S.  
16 v. Visa?  
17 A Yes, I do.  
18 Q One of the issues in that case was whether MasterCard  
19 would have to end its competitive programs policy or CPP that  
20 limited American Express and Discover's ability to sign  
21 contracts with banks for issuing?  
22 A I remember some of those details and not all of them.  
23 Q Could you please turn to page 5603 in PX 2731. I would  
24 like to direct your attention to line nine. Do you see that?  
25 A Yes, I do.

6600  
1 Q I'll represent to you that Mr. Selander is still  
2 testifying here:  
3 "QUESTION: Having been CEO for three years or so  
4 now with this American Express initiative on the table and CPP  
5 in place, do you have an opinion whether it would be good or  
6 bad for MasterCard if selected banks of MasterCard could issue  
7 American Express cards?  
8 "ANSWER: I think it would be bad for MasterCard. I  
9 think it could be a shattering blow to MasterCard."  
10 Did I read that correctly?  
11 A You've read every word correctly as far as I can tell.  
12 MR. CONRATH: I have no further questions, your  
13 Honor.  
14 THE COURT: All right.  
15 Is there redirect?  
16 MR. CHESLER: A little bit, your Honor, not long.  
17 Brief, maybe ten or fifteen minutes.  
18 THE COURT: Should we just do it now?  
19 MR. CHESLER: Fine.  
20 THE COURT: Okay. Redirect examination.  
21 REDIRECT EXAMINATION  
22 BY MR. CHESLER:  
23 Q Dr. Bernheim, just a few questions?  
24 You recall you and the court had a brief discussion  
25 about the Durbin Amendment and what the possible significance

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1 of the Durbin Amendment was for competition or the lack of  
2 competition between debit and credit.  
3 A Yes. I think I know what you are referring to.  
4 Q Is it your understanding, consistent with your  
5 understanding, that the Durbin Amendment as it was actually  
6 enacted authorizes, makes lawful, the offering of discounts to  
7 consumers who use debit?  
8 A Yes. That is my understanding.  
9 Q And it makes it lawful to offer debit customers or  
10 customers who use debit a discount at merchants who also offer  
11 the completion of transactions using credit?  
12 A I'm sorry. Could you say again?  
13 Q Yes.  
14 Does the Durbin Amendment make it lawful for  
15 merchants to offer a discount to a consumer who would use a  
16 debit card in a situation where that consumer could also  
17 otherwise use a credits card?  
18 A Yes, it does.  
19 Q And could also otherwise use a charge card?  
20 A Yes, as far as I know.  
21 Q So legislation that opened up the situation we've just  
22 described, just described, that is merchants being allowed  
23 lawfully to offer discounts to consumers who use debit instead  
24 of credit, what, if anything, does that say to you about the  
25 relevance of the statute on the question of whether debit and

6603  
1 credit are viewed or can be viewed as substitutes for one  
2 another?  
3 A Okay. Again I can't speak to the legislative intent.  
4 Certainly consistent with that is the view that the idea is to  
5 open up competition between debit and GPCC through this  
6 channel to allow this form of steering to be an expression of  
7 competition as between GPCC and debit.  
8 Q Thank you?  
9 You also had a conversation with the court earlier  
10 in which you used the term pockets. Do you recall talking  
11 about pockets in terms of situations within a market where  
12 there may not be evidence of strong substitutability between  
13 two alternatives.  
14 A Yes, I recall that.  
15 Q And I kind of answered the question for you which I  
16 shouldn't do. Let me ask: What is a pocket in that context?  
17 A I think I'm just repeating what I said in that  
18 discussion. So I was using that term to refer to some group  
19 of consumers for whom substitution might be lower between the  
20 products in question.  
21 Q Now, is it common or uncommon within a properly defined  
22 relevant market for antitrust purposes to find such pockets,  
23 particular situations or circumstances in which products that  
24 you find to be in the same market are not actually good  
25 functional substitutes for one another in particular

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1 circumstances?

2 A It's very common. I think -- and I tried to express this

3 when we were having the discussion. When you are working with

4 a differentiated products industry the characteristics that

5 differentiate the products matter differently to different

6 people. For some people the differences are really big and

7 they don't want to substitute between them. As far as I know

8 that's an entirely common circumstance.

9 Q Put debit aside for a moment. Just focusing on revolving

10 credit and charge. All the economists who have testified here

11 agree that they are in the same relevant market, correct?

12 A I believe we all do.

13 Q Are there in fact pockets within the space in which

14 charge and credit compete with one another in which they are

15 not good alternatives for particular users, for particular

16 purposes?

17 A I think that's the essence of the government's theory.

18 That's the essence of Dr. Katz's theory. The theory of

19 insistence says that there are certain people who will not

20 substitute.

21 Q Next question: At one point the court asked you a

22 question and I don't think you ever answered the question so I

23 want to come back to it. You were asked whether -- I don't

24 have the transcript so this is not intended to be a quote.

25 I'm trying to get you a frame of reference for the question?

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1 Under certain circumstances you could consider Visa

2 and MasterCard as a duopoly, do you remember that exchange.

3 A I remember the discussion.

4 Q Just conjuring up the but for world or the hypothetical

5 world that has been discussed during the course of this this

6 case, if in fact we found ourselves in a world within which

7 the American Express business model which you just talked to

8 Mr. Conrath about which you say has been successful in driving

9 competition were to be mortally wounded, whatever phrase you

10 want to use, disabled, how would you describe the Visa and

11 MasterCard that would then reside in this market without the

12 competitive impact of American Express in the picture?

13 A Well, sometimes when we see a market in which there's a

14 single firm that's a dominant firm and then there's some

15 fringe around it, we refer to that firm as an effective

16 monopolist. I think in the kind of situation that you are

17 discussing where we would have dominant MasterCard and Visa

18 and then a fringe of a couple of smaller less effective firms

19 around that, I think it would be fair to describe that as an

20 effective duopolus, duopoly.

21 Q I'm sorry. I didn't mean to interrupt you?

22 Under standard economic principles can you then say

23 -- maybe you can or you can't -- can you say what you then

24 expect to see with respect to the pricing offered by these

25 affected duopolies.

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1 A In that situation you would expect a fair amount of

2 mutual forbearance because they recognize their mutual

3 interests. So standard economic thinking would be in that

4 kind of situation competition declines, prices go up.

5 Q Different subject: Mr. Conrath asked you in the context

6 of his discussion with you about price discrimination. Do you

7 recall he asked you some questions about situations in the

8 airline industry where it is sometimes the case that markets

9 are defined by city pairs?

10 A Yes.

11 Q Are there any differences in your view that are

12 significant between the analogy to city pair markets in the

13 airline industry and the government proposed Travel and

14 Entertainment submarket in this case?

15 A Well, I think that there are a number of differences. In

16 the first place, consumers don't use the entire network. You

17 get consumers who fly particular routes. I, for example, fly

18 a lot between Northern California and Southern California

19 because I have grown kids in Southern California. A regional

20 airline is very attractive to me, Southwest eventually

21 extended itself around the country. It had no trouble

22 competing regionally for that business.

23 There's also less severe problems with thinking

24 about how to allocate costs in that setting. There are still

25 some ambiguities. When you move to a setting like GPCC,

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1 really the network is a single unit that only survives as an

2 unit and you can't carve off a piece. I think those problems

3 just become insurmountable.

4 Q Given the network point that you just made, are there

5 also differences with respect to the spillover phenomenon that

6 you discussed earlier?

7 A Yes. That's what I was referring to when I was talking

8 about how the GPCC -- the GPCC context is one in which things

9 are just very hard to chop up that way, which is not to say

10 that there isn't some spillover in the context of airlines and

11 I think that that's why when I was discussing it with

12 Mr. Conrath I said there are some conceptual problems there,

13 but these problems began an order of magnitude worse when you

14 are dealing with something like GPCC where it's literally all

15 or nothing.

16 Q You were asked some questions on cross-examination about

17 your calculation of the American Express average net discount

18 rate and you were shown a chart from one of your reports that

19 had a kind of a spreadsheet of discount rights over time for

20 different airlines. Do you recall that?

21 A I do.

22 Q You were asked a fair number of questions about Delta in

23 particular, do you recall that?

24 A Yes, I do.

25 Q Was one of the items you included in your calculations

1 for the American Express net discount rate to Delta the  
 2 billion dollar prepayment of miles?  
 3 A Well, it was the interest, the foregone interest on the  
 4 --  
 5 Q Let me restate the question. You are more precise than I  
 6 was.  
 7 THE COURT: Are we talking about numbers?  
 8 MR. CHESLER: That number I believe, your Honor --  
 9 yes, that was public. It was published by Delta publicly. We  
 10 had had a shutter about that earlier.  
 11 THE COURT: That's fine. Double-checking.  
 12 MR. CHESLER: Thank you, your Honor. I'm glad  
 13 somebody is. I've made the same mistake.  
 14 THE COURT: I don't want them to turn me away at the  
 15 gate.  
 16 Q Let me restate the question?  
 17 When you were calculating the American Express  
 18 average net discount rate for Delta, was one of the items you  
 19 factored into your calculation the value of or the cost of the  
 20 money related to or the forbearance of the interest on the  
 21 billion dollar prepayment for Sky Miles.  
 22 A Yes, this was.  
 23 Q Do you know whether the various documents counsel showed  
 24 you -- withdrawn.  
 25 Was that a significant part of the differential

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1 between your calculation and Professor Katz's calculation?  
 2 A I think it was a noticeable part, yes.  
 3 Q Do you recall how many years there was a forbearance on  
 4 the interest on the a billion dollars?  
 5 A I'm sorry. I don't recall offhand.  
 6 Q Do you know whether the documents that counsel showed you  
 7 in which people made certain statements about the American  
 8 Express discount rate for Delta factored in the value of  
 9 whatever period of years it was when they had a billion  
 10 dollars with no interest?  
 11 A I don't recall. I don't remember seeing that in the  
 12 document.  
 13 Q Why did you include the value of that billion dollars in  
 14 your calculation of the American Express average net discount?  
 15 A That was the point that I explained, that this as far as  
 16 I can tell from examination of documentary evidence and  
 17 testimony, that that was all part of the negotiation of the  
 18 complete relationship between Delta and American Express.  
 19 Q Counsel also asked you some questions about business  
 20 problems that American Express faced back in the early 90's,  
 21 Shearson, Lehman and, Optima and some other issues. Do you  
 22 recall that?  
 23 A Yes, I do.  
 24 Q Do you remember that on your direct examination you  
 25 talked about some Visa strategy in Australia that was aimed at

1 or targeted at American Express?  
 2 A Yes, I recall.  
 3 Q You used the phrase contagion which I think was in one of  
 4 the Visa documents. Do you recall that?  
 5 A Correct, yes.  
 6 Q Was that back in the early 90's when Visa was targeting  
 7 that vulnerability in the American Express business model?  
 8 A No. That evidence was fairly current. I don't remember  
 9 the exact date on the document. But it was in the context of  
 10 the relatively recent reforms in Australia. So it was much  
 11 more recent than that.  
 12 Q Was the testimony by Mr. Morgan of Visa about the Visa We  
 13 Prefer campaign and the targeting of the funds that American  
 14 Express was able to invest in consumer benefits, was that  
 15 before or after the business problems that Mr. Conrath pointed  
 16 you to?  
 17 A I believe that was after. Well, no. I'm sorry. Morgan  
 18 worked there until 1993, if I remember his testimony. So I  
 19 believe it was before.  
 20 Q Thank you?  
 21 One last subject, your Honor.  
 22 Mr. Conrath asked you some questions at the end of  
 23 his examination about Australia. He asked you if you recall  
 24 that it took I think he said four years before steering took  
 25 off; do you recall that.

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1 A I do, yes.  
 2 Q Do you recall Professor Katz being asked in his testimony  
 3 about how long he thought it was relevant post the Durbin  
 4 Amendment in this country to determine whether steering was  
 5 ever going to be provoked in any meaningful way as a result of  
 6 that legislation?  
 7 A I remember the subject coming up and I think I remember  
 8 the gist of what he said, but not the details.  
 9 Q Let me just read you -- I'm not reading this for its  
 10 truth. Just to ask the witness about it. This is from  
 11 Dr. Katz's deposition in this case, August 28, 2013, page 155,  
 12 beginning at line 7, my question: When you say "a long enough  
 13 sample period that it was informative" how long a sample  
 14 period do you have in mind?  
 15 And I was asking him specifically about those words  
 16 in his report concerning post Durbin conduct.  
 17 And the answer at line ten: "The one I had -- I  
 18 mean there are different ones. You know, if you had said,  
 19 look, there was no steering in the first month or no evidence  
 20 of it, I would say, well, there could have been. It's hard to  
 21 see. When you start looking over a period of a year or  
 22 longer, then it seems to me that not observing the steering  
 23 suggests it's not going to take place or essentially that it's  
 24 limited."  
 25 Having read you that, does that refresh your



1 recollection, sir.

2 A Yes. As I said, I remembered the gist, but not the

3 details. I remember Dr. Katz saying that he anticipated that

4 if competition broke out in this context it would do so within

5 a very short time period and consequently his observations

6 about Durbin were germane. If he took the position that it

7 could possibly take four years, that would invalidate his

8 entire analysis of Durbin.

9 Q As between what people were doing in Australia in the

10 face of regulations by the Royal Bank there and what people

11 were doing here in the face of the U.S. legislation in the

12 U.S. economy for payment services, which of those two is more

13 relevant to the questions you were being asked on

14 cross-examination?

15 A I think what's goes on in the United States is more

16 relevant. As I've said before, the regulatory context in

17 Australia was very different, very complicated. I think all

18 the experts in this case tried to sort through it and reached

19 the conclusion that it's very difficult to learn a lot about

20 it from it.

21 MR. CHESLER: I have no further questions, your

22 Honor.

23 THE COURT: Very well, anything further from the

24 government?

25 MR. CONRATH: Nothing further, your Honor.

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1 THE COURT: Thank you very much. The witnesses is

2 excused. You may stand down, sir. Have a nice day.

3 THE WITNESS: Thank you, your Honor. It was a

4 privilege.

5 THE COURT: My pleasure.

6 (Witness excused.)

7 THE COURT: Okay do you have any more witnesses?

8 MR. CHESLER: We do not, your Honor. We have some

9 documents we need to offer before we rest.

10 THE COURT: Yes.

11 MR. CHESLER: There are two things. There are the

12 documents that I mentioned earlier that were specifically a

13 subset of the demonstrative. I think Mr. Conrath in fairness

14 has been busy on other matters since this morning. He does

15 not yet have a response understandably on those. Then there

16 is another group of documents which are our counterpart,

17 smaller counterpart, to the group of documents the government

18 offered.

19 THE COURT: That cache of documents?

20 MR. CHESLER: Yes, your Honor, as to which we worked

21 out our differences and they were resolved earlier.

22 THE COURT: So can that wait until Monday? Is that

23 the idea?

24 MR. CHESLER: Yes, of course.

25 THE COURT: Speaking of Monday, what are your plans

1 for Monday?

2 MR. CONRATH: Can I handle one housekeeping matter

3 before that?

4 THE COURT: Of course.

5 MR. CONRATH: Your Honor, in the examination of

6 Mr. Flueck from Starwood. There was a hanging matter and I

7 think the upshot was that he was going to write something to

8 provide to the court to explain a calculation I think the

9 court had asked about. I have that writing. I think there's

10 no objection to its admission. It would be under seal. We

11 have stamped it confidential.

12 THE COURT: Does it have it number?

13 MR. CONRATH: PX 2776.

14 THE COURT: Any objection?

15 MR. BARBUR: I don't have an objection. That's

16 fine. This does say confidential and we have no objection.

17 THE COURT: All right the number again?

18 MR. CONRATH: PX 2776, your Honor.

19 THE COURT: Okay. That's the housekeeping.

20 MR. CONRATH: Okay.

21 THE COURT: What else?

22 MR. CONRATH: Your question, your Honor.

23 THE COURT: Yes.

24 MR. CONRATH: We'll have either two witnesses or

25 one. We have this offer of basically summary documents from

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1 American Express. We will either present a summary witness to

2 offer some similar summary documents, which will be

3 Ms. Schmitt not as an expert but to offer summary testimony.

4 Perhaps in light of American Express, that we agree to long

5 list of summary exhibits, what will happen on Monday morning

6 both parties will offer similar stipulated summary exhibits

7 and we'll bring Dr. Katz back.

8 THE COURT: What block of time do you think the

9 rebuttal will take?

10 MR. CONRATH: I would say probably under two hours,

11 maybe a lot under two hours. Something like that. We

12 certainly don't expect it to be extensive. Should be a day.

13 THE COURT: Should be a day.

14 What I would like the parties to do is be prepared

15 on Monday to discuss scheduling of the post-trial briefs and

16 the oral argument and as a practical matter I think we talked

17 about 30 days. I'm sure you have been busy writing from

18 midnight to six a.m. and I can appreciate that the focus has

19 been on the courtroom preparation. But I would like to move

20 the case along and I would like to stick to the 30 days if at

21 all possible for briefing. If you would come back after

22 discussing it with each other, if you have a schedule in mind,

23 I would be happy to consider that, rather than stating what

24 the schedule is now or on Monday without hearing from you all

25 first. This way you can discuss it separately and

1 collectively.

2 MR. CONRATH: Can I ask one follow-up that might

3 guide us because obviously the court's general rules talk

4 about conclusions of law, proposed findings of fact, which

5 sometimes talking about briefing. Do you envision a brief in

6 addition the findings of the fact and conclusions of law?

7 THE COURT: It would be helpful. This case involves

8 complex legal issues. The more you can provide in terms of

9 elucidating the law for me, the court, the more I would

10 appreciate it, since you are all experts in at least one

11 aspect or another or more of the legal issues here and it's a

12 dynamic process. Would you be able to arrange for a

13 post-trial brief on the law, Mr. Chesler? Can you grab into

14 your cache of --

15 MR. CHESLER: You seem to be struggling for a word,

16 your Honor.

17 THE COURT: Assets, legal assets.

18 MR. CHESLER: I'm sure we can round up the assets.

19 THE COURT: I'm sure you can.

20 Is there anything else from the government for

21 today?

22 MR. CONRATH: Nothing else, your Honor.

23 THE COURT: Anything else from the defense?

24 MS. SCHNEIDER: Sorry, your Honor.

25 Mr. Ashton and I will be leaving the court as of

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1 this week. So next week we will have Matthew McKinley from

2 the State of Ohio and Gary Honick from the State of Maryland.

3 THE COURT: It was good to have you all here for at

4 least a large portion of the trial.

5 THE COURT: All right. Anything from American

6 Express for today?

7 MR. CHESLER: Not for today, your Honor.

8 THE COURT: All right. I'll see you all -- since

9 it's only going to be two or three hours, let's start at 9:30

10 on Monday morning. We're trying to get closer to that 10:00

11 a.m. start time that you all follow in the rest of your

12 activities.

13 MR. CHESLER: Your Honor, I can't even remember when

14 that was.

15 THE COURT: Thank you everybody.

16 (Adjourned to Monday, August 18, 2014, at 9:30 a.m.)

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2 D O U G L A S B E R N H E I M, 6414

3 DIRECT EXAMINATION (Continued) 6415

4 CROSS-EXAMINATION 6490

5 REDIRECT EXAMINATION 6601

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8 PX 1589 A 6547

9 PX 0004 6550

10 DX 6563 A 6554

11 DX 5817 6557

12 PX 1065 A 6561

13 PX 2766 6566

14 PX 0858 6568

15 PX 0150 6569

16 PX 2731 6600

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